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## Articles of Association of Labour Research Department

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**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**LABOUR RESEARCH DEPARTMENT**  
**Company Number 11429402**

1. **Name**

The company's name is Labour Research Department (referred to herein as the **LRD**).

2. **Interpretation**

2.1 In these articles:

<b>the Act</b>	means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
<b>the Articles</b>	means the LRD's articles of association in force from time to time;
<b>Constitution</b>	means the constitution and/or regulations of the LRD made by the board of directors or by the LRD in general meeting, as amended from time to time;
<b>Executive Committee</b>	means the executive committee of the LRD appointed in accordance with the Constitution;
<b>member</b>	means the persons admitted to membership of the LRD in accordance with Article 5 and any Rules from time to time in force;
<b>Officer</b>	means a director or secretary of the LRD;
<b>Secretary</b>	means the secretary of the LRD or any other person appointed to perform the duties of the secretary of the LRD, including a joint, assistant or deputy secretary;
<b>voting member</b>	means a member admitted to membership as a voting member in accordance with the Articles and entitled thereby to receive notice of and to attend and vote at general meetings of the LRD.

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

2.3 The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction.

### 3. **Liability of members**

3.1 The liability of members is limited.

3.2 Every member of the LRD undertakes that if the LRD is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, he or she will contribute such sum (not exceeding £1) as may be demanded towards the payment of the debts and liabilities of the LRD incurred before he or she ceased to be a member, and of the costs charges and expenses of winding up.

### 4. **Application of Income and Property**

4.1 This Article 4 can only be amended by the passing of a resolution of the members in a general meeting at which at least 50% of the members eligible to vote and count in the quorum of such meeting are in attendance such resolution to be passed by not less than 90% of those attending and voting whether in person or by proxy.

4.2 All income and property of the LRD howsoever derived shall be applied solely towards the promotion of the objects of the LRD as stated below (the **Objects**) and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the LRD and no director of the LRD shall be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the LRD for discharging his or her duties as such. This does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the LRD. If the LRD is wound up under the Insolvency Act 1986 and all its liabilities have been satisfied, then any residual assets shall be given or transferred to another company or society that has a similar asset lock to this Article 4.2.

4.3 The LRD's Objects are specifically restricted to the promotion and carrying out of education and research into problems of importance to labour, to co-operate with the labour, socialist and co-operative movements in the furtherance of such Objects and to issue publications and otherwise make the results of research available to labour.

4.4 In furtherance of the Objects but not otherwise the LRD may exercise the following powers:

4.4.1 to acquire and take over all or any part of the undertaking, assets and liabilities of the present unincorporated association known as Labour Research Department (the **Acquisition**);

4.4.2 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the LRD may think necessary or convenient for the promotion of its objects, and to construct and maintain and alter any buildings or erections necessary or convenient for the work of the LRD;

4.4.3 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the LRD as may be thought expedient with a view to the promotion of its Objects;

4.4.4 to purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required which may be conveniently used in connection with the premises of the LRD by persons frequenting them, whether members of the LRD or not;

4.4.5 to hire and employ all classes of persons considered necessary for the purposes of the LRD and to pay them and other persons in return for services rendered to the LRD salaries, wages, charges and pensions;

- 4.4.6 to support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the LRD or its employees;
- 4.4.7 to borrow or raise money for the purposes of the LRD on such terms and on the giving of such security as may from time to time be determined;
- 4.4.8 to invest and deal with the monies of the LRD not immediately required upon such investments, securities or property and in such manner as may from time to time be determined;
- 4.4.9 to do all such other lawful things as are incidental or conducive to the attainment of any of the above Objects; and
- 4.4.10 to do all such things as the directors consider to be in the best interests of the LRD,

provided that, notwithstanding anything in these Articles, the directors shall not exercise any of the powers under sub-paragraph 4.4.3 above or give or grant any security under sub-paragraph 4.4.7 above, in any such case in respect of the LRD's interest in any land and/or buildings without the approval of two-thirds of directors in a board meeting at which at least 50% of the directors eligible to vote and count in the quorum of such meeting are in attendance.

## 5. **Membership**

- 5.1 The LRD may have different classes of membership and subscription on a non-discriminatory and fair basis as determined respectively by the directors from time to time. The directors shall determine which classes of members shall be voting members. At the date of adoption of these Articles, the LRD has two classes of members:
  - 5.1.1 individual members, whose rights are set out in the Constitution and clause 5.2 below; and
  - 5.1.2 affiliate members, whose rights are set out in the Constitution and clause 5.3 below.
- 5.2 Individual membership of the LRD shall be open to all trade union members or members of socialist societies, co-operative organisations, and other recognised labour bodies who accept the objects of the LRD and pay the rates set by the directors from time to time, regardless of age, sex, disability, ethnicity, nationality, sexual orientation, religious or other beliefs. The rights of an individual member as such are personal and not transferable and cease upon his or her death.
- 5.3 Affiliate membership of the LRD shall be open to trade unions affiliated to the TUC, socialist societies, co-operative organisations, trades councils, labour parties and other recognised labour bodies (including certain foreign union bodies) who accept the objects of the LRD and who pay the rates set by the directors from time to time. The rights of an affiliate member are not transferrable. Each affiliate member must nominate a natural person as its authorised representative in accordance with the Rules and the LRD may rely on that person's authority to represent his or her appointor for all purposes.
- 5.4 The directors may refuse membership to those who meet the eligibility criteria only for good cause.
- 5.5 Save for the members and affiliates of Labour Research Department as at the date of adoption of these Articles, no person shall thereafter become a member of the LRD unless that person has completed an application for membership in a form approved by the directors and such application has been approved by the directors or by such other person(s) to whom the directors shall have delegated such power of approval.

5.6 An application in the approved form shall be treated as an undertaking that upon being admitted to membership the member shall comply fully with the Constitution and that if the LRD is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the LRD incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up.

**6. Associates**

The directors shall have the power to admit as associates persons and organisations not qualified for full membership of the LRD at rates set by the directors. Associates shall have no voice or vote in the management of the LRD and are not members of the LRD.

**7. Resignation and cessation of membership**

7.1 Any member wishing to resign his or her or its membership of the LRD must give notice in writing of his or her or its intention to do so and deposit this at the registered office of the LRD.

7.2 Any member of the LRD expelled in accordance with the Constitution, or otherwise ceasing to be a member of the LRD whether by resignation, death or any other reason, shall, in default of an actual notice of resignation of his or her or its membership of the LRD served in accordance with Article 7.1 above, be automatically deemed to have served a notice resigning his or her or its membership of the LRD pursuant to Article 7.1 one calendar month before the date that he or she ceased to be a member of the LRD. Any member of the LRD who ceases to be a member for whatever reason forfeits all rights to or claim upon the LRD, its property or funds, or any return of fees or subscriptions paid and remains liable for any fees or charges due from him or her as at the date of cessation including, for the avoidance of doubt, the undertaking to contribute the sum (not exceeding £1) set out at Articles 3.2 and 5.6 above.

**8. Annual General Meeting**

8.1 The LRD shall hold a general meeting each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices convening it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the LRD and that of the next. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

8.2 The Annual General Meeting of the LRD shall be held for the following purposes:

- 8.2.1 to receive the LRD's accounts or report of the activities of the LRD since the previous Annual General Meeting prepared by the directors in accordance with Article 26.7;
- 8.2.2 the election of directors in accordance with Article 23; and
- 8.2.3 to transact any other business as may be brought before it by the directors.

**9. General Meetings**

9.1 All general meetings other than Annual General Meetings shall be called General Meetings.

9.2 The directors may, whenever they think fit, convene a General Meeting.

9.3 Members of the LRD may require the directors to convene a General Meeting. The directors must call a General Meeting once the LRD has received a requisition to do so from not less than 20 of those members entitled to attend and vote at the meeting.

- 9.4 A requisition made by members:
- 9.4.1 must state the general nature of the business to be dealt with at the meeting; and
  - 9.4.2 may include the text of a resolution that may properly be moved and is intended to be moved at the meeting
- 9.5 A requisition may be made in hard copy or electronic form and must be authenticated by the person or persons making it.
- 9.6 If the directors are required to hold a meeting pursuant to a requisition by members, they shall call such meeting within 21 days from the date on which they become subject to the requirement. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting shall include notice of the resolution.
- 9.7 If the directors are required to call a meeting but fail to do so in accordance with the above provisions, the members who requisitioned the meeting, or any of them representing more than 50% of the total voting rights of all of them, may themselves call a General Meeting and give notice of such meeting. The meeting shall be called for a date not more than three months after the date on which the directors became subject to the requirement to call a meeting.

## 10. **Notice of general meetings**

- 10.1 A General Meeting or an Annual General Meeting shall be called by at least 28 days' notice. Any meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by members who represent not less than 90% of the total voting rights at that meeting. Any period of notice is exclusive of the day on which the notice is given and the day of the meeting.
- 10.2 Notice shall be given to every member and every director of the LRD, and shall state:
- 10.2.1 the time and date of the meeting;
  - 10.2.2 the place of the meeting; and
  - 10.2.3 the general nature of the business to be dealt with at the meeting.
- 10.3 Notice shall be given in hard copy form, in electronic form, or by means of the LRD website, or partly by one such means and partly by another. If notice is by means of the LRD website, the LRD shall notify persons so entitled of the presence of the notice on the website. Such notification shall state that it concerns a notice of meeting, and specify the place, date and time of the meeting. The notice shall be available on the LRD website from the date of notification until the conclusion of the meeting.
- 10.4 Accidental omission to give notice of any meeting to any one or more persons does not of itself invalidate the proceedings at that meeting.

## 11. **Special Business**

All business shall be deemed special that is transacted at a General Meeting and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors (if applicable), the election and re-election of the directors in the place of those retiring and the appointing, and the fixing of the remuneration of the auditors (if applicable).

12. **Quorum**

No business may be conducted at any General Meeting unless a quorum of members of the LRD is present. Save as otherwise provided in these Articles, 10 members of the LRD present in person or by proxy and entitled to vote is a quorum. If within half an hour from the time appointed for the meeting a quorum of members is not present or if, during the holding of a meeting, such a quorum ceases to be present:

- (a) if the meeting was called pursuant to a request by members, it shall immediately be dissolved; and
- (b) in any other case, the meeting shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the directors may determine. If, at the adjourned meeting, a quorum of members is not present within half an hour of the time appointed for the adjourned meeting, the members present shall form a quorum.

13. **Chair**

The Chair, if any, elected by the members shall preside as Chair at every General Meeting of the LRD. If there is no such Chair, he or she is unwilling to act, or he or she is not present within five minutes after the time appointed for the holding of the meeting, the directors present shall elect one of their number to be chair of the meeting. If at any meeting no director is willing to act as chair, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall, by simple majority, elect one of their number to be chair of the meeting.

14. **Passing of resolutions**

14.1 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chair that a resolution has or has not been passed, or passes with a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in recorded minutes of the meeting shall also be conclusive evidence of that fact without such proof. A declaration or entry shall not be conclusive evidence if a poll is demanded in respect of the resolution, and the demand is not subsequently withdrawn.

14.2 A poll may be demanded by:

- 14.2.1 the Chair; or
- 14.2.2 at least five voting members.

14.3 The demand for a poll may be withdrawn.

14.4 If a poll is demanded and not withdrawn:

- 14.4.1 it shall be taken in such manner as the Chair directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. No member of the LRD shall be entitled to a second or casting vote where there is an equality of votes; and
- 14.4.2 if demanded by the Chair, or on the question of adjournment, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the

Chair of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

**15. Voting rights**

15.1 Every voting member of the LRD shall be entitled to vote under these Articles from time to time and shall have voting rights as set out in Article 15.2 below and shall be entitled to receive notice of and to attend and vote at General Meetings PROVIDED THAT no voting member may vote at any meeting unless all monies presently due and payable by him or her to the LRD have been paid.

15.2 Each individual member and affiliated member shall have votes at Annual General Meetings or General Meetings, in accordance with the following scale:

- 15.2.1 individual members shall have 1 vote;
- 15.2.2 organisations with under 5,000 members shall have 2 votes;
- 15.2.3 those with 5,000-9,999 shall have 3 votes;
- 15.2.4 those with 10,000-49,999 shall have 4 votes;
- 15.2.5 those with 50,000-99,999 shall have 5 votes;
- 15.2.6 those with 100,000-199,999 shall have 6 votes;
- 15.2.7 those with 200,000-499,999 shall have 7 votes;
- 15.2.8 those with 500,000-999,999 shall have 8 votes;
- 15.2.9 those with 1,000,000-1,499,999 shall have 9 votes; and
- 15.2.10 those with over 1,500,000 shall have 10 votes.

**16. Proxies**

16.1 Any voting member of the LRD may appoint another voting member of the LRD as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at a meeting. Every notice calling a meeting shall include, with reasonable prominence, a statement informing the member of his or her rights to appoint a proxy.

16.2 A proxy must be addressed to a member entitled to speak and vote at a meeting, be authenticated by the appointor, and be in or contain the information in the following form:

*I, [name] of [address] being a member of the above-named company hereby appoint [name] of [address] or failing [him/her] [name] or [address] as my proxy to vote in my name and on my behalf at the general meeting of the LRD to be held on [date and time] and at any adjournment.*

*[Directions, if any, as to how the proxy is required to vote].*

*Unless otherwise instructed the proxy shall vote as he or she thinks fit.*

*Dates this            day of 20[ • ]*

**17. Signature of appointor member**

17.1 Where the LRD has given an electronic address in a notice calling a meeting, and in an instrument of proxy or invitation to appoint a proxy in relation to the meeting, any document or information relating to proxies for that meeting may, subject to any conditions or limitations specified in the notice, be sent by electronic means to that address. Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, a proxy, and notice of termination of the authority of a proxy.

17.2 The instrument appointing a proxy must be received by the LRD no later than the following time:

17.2.1 in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;

17.2.2 in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;

17.2.3 in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.

In calculating the periods in this Article 17.2, no account shall be taken of any part of a day that is not a working day.

17.3 In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the LRD or the appointee prior to the exercise of the proxy at the meeting or the adjourned meeting.

**18. Directors**

18.1 The directors of the LRD shall be elected annually by a postal ballot of members before the Annual General Meeting. The maximum number of directors is seventeen excluding any additional directors appointed pursuant to Article 22.1. If there are seventeen or fewer candidates nominated, those nominated shall be declared automatically elected without the need for a postal ballot. This maximum may be changed by a resolution of the LRD in a General Meeting. The first directors of the LRD shall be the members of the Executive Committee as at the date of incorporation of the LRD.

18.2 At a meeting of directors, a quorum is met if at least three directors are present. The directors shall meet bi-monthly or more frequently if necessary. A director shall not vote nor be counted as a member of the quorum at any directors' meeting held in respect of any contract in which he or she is interested and if he or she shall purport to vote his or her vote shall not be counted and if the meeting is thereby in quorate any resolution concerning that contract is and shall be void. The Chair shall preside at meetings of the directors. In his or her absence the directors present shall elect one of their number to chair the meeting. If there is a sole director in office at any time, such sole director shall not have the power to transact business PROVIDED THAT they shall be entitled to and shall forthwith call a general meeting for the purpose of appointing further directors.

**19. Remuneration**

No director of the LRD shall be appointed to any salaried office and no remuneration or other benefit in money or money's worth shall be paid or given by the LRD to any director except that a director is entitled to be reimbursed from the property of the LRD for payment of out-of-

pocket expenses properly and reasonably incurred by him or her solely in connection with the director's duties as director when acting on behalf of the LRD.

**20. Age-limits**

A person may not be appointed as a director of the LRD unless he or she has attained the age of 18 years. There is no maximum age limit for directors.

**21. Retirement of directors**

All the directors in office shall retire at the end Annual General Meeting of the LRD but shall be eligible for re-election in accordance with Article 18.1. All the new directors elected in accordance with Article 18.1 shall take effect at the end of the Annual General Meeting.

**22. Appointment and removal of directors**

22.1 The directors shall have power at any time to appoint up to a maximum of four directors in addition to those elected in accordance with Article 23, or to fill a casual vacancy from time to time. Any director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.

22.2 The LRD may by ordinary resolution remove any director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the LRD and such director.

22.3 The office of a director is further vacated if:

22.3.1 he or she is disqualified from acting as a director by operation of law or order of the court; or

22.3.2 he or she gives the directors one calendar month's notice in writing that he or she resigns his or her office.

**23. Election of Directors**

23.1 Save for those directors appointed by the directors in accordance with Article 22.1, no person shall be eligible for election as director at any Annual General Meeting unless he or she has been nominated by a member or an affiliated member, and at a date determined by the directors and not less than 28 days before the date appointed for the meeting there shall have been left at the registered office of the LRD a notice in writing signed by such a person for election as director stating his or her willingness to be so elected.

23.2 The names of candidates proposed in accordance with this Article shall be entered onto the proxy form delivered no later than 20 Business Days before the Annual General Meeting of the LRD and placed thereupon in alphabetical order and provision made thereon for the members of the LRD to indicate their vote in favour of or against any such nominee. Each vote by a member will be weighted in accordance with their number of voting rights as set out in Article 15.2.

23.3 If there should be an equality of votes, the Chair shall decide by lot which of the candidates so receiving an equal number of votes shall be elected. In case there shall be insufficient nominations the directors may fill the remaining vacancies in accordance with and subject to Article 22.

23.4 The Chair shall be elected by the board of directors out of one of their number at the end of each Annual General Meeting.

**24. Appointment of Secretary**

A Secretary of the LRD may be appointed by the directors for such term and at such remuneration and upon such conditions as they think fit. The directors may terminate the Secretary's appointment for good cause and fill a vacancy.

**25. Powers and duties of directors**

25.1 The general duties of the directors are as specified in section 170 to section 177 of the Act.

25.2 The business of the LRD shall be managed by the directors, who may pay all expenses incurred in promoting and registering the LRD and may exercise all such powers of the LRD as are not, by the Act or under these Articles, required to be exercised by the LRD in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations, not being inconsistent with the foregoing provisions, as may be prescribed by the LRD in general meeting PROVIDED THAT no regulation made by the LRD in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. The directors may act notwithstanding vacancies.

25.3 The directors may exercise all the powers of the LRD, including:

25.3.1 to borrow money, and (subject always to the proviso to Article 4) to mortgage or charge its assets or undertakings, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the LRD;

25.3.2 to fix the annual and other fees payable by Members on such terms and conditions as they think fit and provide for such variation of fees for different classes of Members as they think fit. The annual fees shall become due in advance on the anniversary of the date when the individual or organisation first became a member or affiliate member or such other date or dates as the directors in any case may determine. If the whole of the fee or any part thereof shall remain unpaid within one calendar month of its due date a member shall cease ipso facto to be a member of the LRD;

25.3.3 to fix from time to time the different categories of membership, the conditions of entry into each category and the rights and privileges attaching to each category (save for the voting rights of each category which shall be determined by the members and affiliated members).

25.4 Subject to the Articles the directors may delegate any of their powers:

25.4.1 to such person or committee;

25.4.2 by such means (including by power of attorney);

25.4.3 to such an extent;

25.4.4 in relation to such matters; and

25.4.5 on such terms and conditions as they think fit, and if the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated. The directors may revoke any delegation in whole or in part, or alter its terms and conditions.

A committee may meet and adjourn as it thinks proper or as directed by the directors. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes its chair shall not have a second or casting vote.

- 25.5 The directors shall cause minutes to be made detailing:
- 25.5.1 all appointments of Officers or membership of committees and the delegated powers of those committees made by the directors including the revocation or recall of the same;
  - 25.5.2 the names of all directors and members present at each meeting of the directors and of any committee; and
  - 25.5.3 all resolutions of members passed otherwise than at general meetings, all proceedings of general meetings of the LRD and of the directors and committees.
- 25.6 The records referred to at 25.5.3 above must be kept for at least ten years from the date of the resolution, meeting or decision, as appropriate.
- 25.7 The directors shall be entitled to request observers to attend meetings of the board of directors who shall be members of the LRD and who shall, subject to any contrary resolution of the directors, have the right to speak but not vote at those meetings.
- 25.8 Subject to Article 18.2, the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall not have a second or casting vote. A director may, and the Secretary on requisition of the director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
- 25.9 All acts done by any director, acting either alone or as part of a committee or meeting, shall be valid notwithstanding that it is afterwards discovered that there was a defect in such director's appointment, he or she was disqualified from holding office or ceased to hold office, or such director was not entitled to vote on the matter in question.
- 25.10 A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

## 26. **Accounts**

- 26.1 The directors shall ensure that adequate accounting records are kept, in accordance with section 386 of the Act In particular, these shall contain:
- 26.1.1 entries from day to day of all sums of money received and expended by the LRD and the matters in respect of which the receipt and expenditure takes place; and
  - 26.1.2 a record of the assets and liabilities of the LRD.
- 26.2 The accounting records shall be kept at the LRD's registered office or such other place as the directors think fit, and shall at all times be open to inspection by the LRD's Officers. The directors shall from time to time determine whether and to what extent, at what times and places, and under what conditions and regulations, the accounting records, or any of them, are to be open to the inspection of members of the LRD who are not Officers, or as otherwise determined by statute or by the LRD in general meeting. Save as aforesaid no member of the LRD who is not an

Officer has any right to inspect any accounting records or other document of the LRD save as expressly conferred by statute and subject to the conditions provided therein. Accounting records which the LRD is required to keep under section 386 of the Act shall be preserved for at least three years from the date on which they are made.

26.3 For as long as the LRD is subject to the small companies regime, for each financial year, the directors shall prepare accounts of the LRD for that financial year comprising a balance sheet as at the last day of the financial year and a profit and loss account, giving a true and fair view of the LRD's financial position and in accordance with section 398 of the Act. The LRD's annual accounts shall be approved by the board of directors and signed on behalf of the board by a director of the LRD.

26.4 The directors shall also prepare a directors' report for each financial year of the LRD, stating:

26.4.1 the names of the persons who, at any time during the financial year, were directors of the LRD; and

26.4.2 the principal activities of the LRD in the course of the year.

26.5 The directors' report shall be approved by the board of directors and signed on behalf of the board by a director or the Secretary of the LRD. It shall state the name of the person who signed it and contain a statement in a prominent position above the signature to the effect that the report has been prepared in accordance with the small companies regime.

26.6 The directors shall deliver to the registrar for each financial year a copy of the balance sheet drawn up as at the last day of that year, and if the LRD has been audited for that year a copy of the auditor's report on those accounts. The directors may also deliver:

26.6.1 a copy of the LRD's profit and loss account for that year; and

26.6.2 a copy of the directors' report for that year.

Such accounts and reports shall be filed no more than nine months after the end of the relevant accounting reference period. Calculation of the period for filing shall be in accordance with section 443 of the Act.

26.7 Copies of the LRD's annual accounts and reports for each financial year shall be sent to all persons entitled to receive notices of General Meetings of the LRD, provided that no such obligation shall arise for a person for whom the LRD does not have a current address as defined in section 423 of the Act. Such accounts and reports must be sent no later than the end of the period for filing, or, if earlier, the date on which the LRD's accounts and reports are actually delivered to the registrar.

26.8 On demand by a member, the LRD shall provide within seven days of receipt of the request and free of charge a single copy of the LRD's last annual accounts, the last directors' reports, and if the LRD was audited for that financial year the auditor's report on those accounts (including the statement on that report). The entitlement under this Article is in addition to any copy to which a member may be entitled under Article 26.7 above.

## 27. **Audit**

If required by the Act, auditors shall be appointed and their duties regulated in accordance with the provisions of Part 16 of the Act.

**28. Constitution and Policies of the LRD**

28.1 Save as otherwise provided in these Articles, the members and affiliated members of the LRD may from time to time make, alter and repeal the Constitution and/or any policies they consider necessary, expedient or convenient for the proper conduct and management of the LRD and in particular, but not exclusively, they may:

28.1.1 regulate the voting rights of each category of membership; and

28.1.2 regulate any matter that is commonly the subject of LRD rules and policy.

28.2 The Constitution and all policies of the LRD, for so long as they are in existence, are binding upon all members of the LRD. No Rule or policy may be inconsistent with, or affect or repeal anything contained in the Articles or be in breach of any statutory provision. Save as otherwise provided in these Articles, any Rule or policy may be altered, repealed or added by resolution of the members.

**29. Indemnity**

Without prejudice to any indemnity to which a director may otherwise be entitled, every director or other Officer or committee member of the LRD shall be indemnified out of the assets of the LRD against any liability incurred by him or her to a person other than the LRD in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the courts for liability for negligence, default, breach of statutory or other duty or breach of trust in relation to the affairs of the LRD SUBJECT ALWAYS that the person so indemnified must have acted honestly, reasonably and in the best interests of the LRD and is entitled to be indemnified.

**30. Dissolution**

If upon the winding up or dissolution of the LRD there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall be given or transferred either to another body with similar objects or to another body with charitable objects.

**31. Communication (including Notices) by the LRD to Members**

31.1 Unless otherwise provided for in these Articles or by the Act, the LRD may send a document or information to a member by the following means:

31.1.1 in hard copy form by sending it by post in a prepaid envelope addressed to the member at the address held by the LRD in its register. Provided that the address is in the United Kingdom, and it was properly addressed, prepaid and posted, service of the document or information is deemed to have been received by the intended recipient 48 hours after it was posted;

31.1.2 in electronic form if the member has given an e-mail address for this purpose. Provided that it was properly addressed, the document or information is deemed to have been received by the intended recipient 48 hours after it was sent; or

31.1.3 by making such document or information available on the LRD website. The document or information shall be readable and downloadable, and the recipient shall be notified of its presence and how to access it. The document or information is deemed to have been received by the intended recipient 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 It shall be available on the website for at least 28 days beginning with the day on which notification was sent to the intended recipient, provided that temporary non-availability wholly attributable to circumstances that it would not be reasonable to have expected the LRD to prevent or avoid shall be disregarded.

31.2 A document or information sent or supplied by a member to the LRD or by the LRD to a member is sufficiently authenticated if:

31.2.1 in hard copy form, it is signed by the person sending or supplying it; and

31.2.2 in electronic form, the identity of the sender is confirmed in the manner specified by the LRD or, where no such manner has been specified by the LRD, if the communication contains or is accompanied by a statement of the identity of the sender and the LRD has no reason to doubt the truth of that statement.