

**THE COMPANIES ACT 2006**

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION  
OF  
WARWICKSHIRE COMMUNITY AND VOLUNTARY ACTION**

**(company number 06531268)**

(Adopted by special resolution passed on 2016)



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## INTERPRETATION

1. In these articles:

'**the Acts**' means the Companies Act 1985 and the Companies Act 2006;

'**address**' means the postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

'**the Charity**' means the company intended to be regulated by these articles;

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

'**the Commission**' means the Charity Commissioners for England and Wales;

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

'**the memorandum**' means the memorandum of association of the Charity;

'**officers**' includes the Directors and the secretary;

'**the seal**' means the common seal of the Charity if it has one;

'**secretary**' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

'**the Directors**' means the directors of the Charity. The directors are charity trustees as defined by the Charities Act 2011 Section 177;

'**the United Kingdom**' means Great Britain and Northern Ireland; and

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 these articles have the same meaning as in the Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

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.

2. The Company's name is **Warwickshire Community and Voluntary Action** (and in this document it is called the '**Charity**').
3. The Charity's registered office is to be situated in England.
4. The Charity's objects (the '**Objects**') are within the Midlands Area and in particular without limitation to the generality of the forgoing the County of Warwickshire and its surrounding areas ("the Area of Benefit"):

- 4.1 to promote all or any charitable purposes for the benefit of the community within the Area of Benefit and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness;
- 4.2 without limitation to the generality of the forgoing to provide resources to include not by way of limitation advice, guidance, mentoring, training, supervision and support to organisations with similar charitable objects in order to assist these organisations with their charitable work; and
- 4.3 to promote and organise co-operation in the advancement of these purposes and to bring together in council representatives of the voluntary organisations, Statutory authorities and individuals within the Area of Benefit.
- 4.4 The protection and preservation of the environment for the benefit of the public by:
  - (a) the provision, maintenance or improvement of a public park, recreation ground or open space; or
  - (b) the provision of some other public amenity
- 4.5 The protection and preservation of the environment for the benefit of the public by the conservation or promotion of biological diversity through:
  - (a) the provision, conservation, restoration or enhancement of a natural habitat: or
  - (b) the maintenance or recovery of a species in its natural habitat.
- 4.6 The protection and preservation of the environment, in particular the built environment, for the benefit of the public by the maintenance repair or restoration of any building or structure which is of historic or architectural interest or is a place of religious worship.

(Objects 4.4 to 4.6 added by Special Resolution dated 12 October 2009)

- 5. 5.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
  - 5.1.1 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must

comply as appropriate with Sections 117 to 123 of the Charities Act 2011.

- 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.9 to form and to own shares in a trading company or companies to undertake trading activities on behalf of the Charity with transfer of such trading company profits to the Charity in support of the Charity's objects;
- 5.1.10 to enter into guarantees, contracts of indemnity and suretyships of all kinds;
- 5.1.11 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to open and operate bank accounts;
- 5.1.12 to establish and operate both current accounts and deposit accounts with bankers in the name of the Charity;
- 5.1.13 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.1.14 to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

- 5.1.15 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause 5.2 of this article, but subject to the restrictions specified in sub-clause 5.3 of the article;
  - 5.1.16 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
  - 5.1.17 to do all such other lawful things as are necessary for the achievement of the Objects;
- 5.2 The liabilities referred to in sub-clause 5.1.15 are:
- 5.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
  - 5.2.2 the liability to make a contribution to the Charity's assets as specified in Section 214 of the Insolvency Act 1986 (wrongful trading).
- 5.3 5.3.1 The following liabilities are excluded from sub-clause 5.2.1:
- (a) fines;
  - (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
  - (c) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 5.3.2 There is excluded from sub-clause 5.2.2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
6. 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 6.2.1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

6.2.2 Subject to the restrictions in sub-clauses 5.2 and 5.3, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

6.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

6.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

## **BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS**

### **General Provisions**

6.4 No director or connected person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless the payment is permitted by article 6.5, or authorised by the court or the Charity Commission.

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 directors' or connected persons' benefits**

6.5

- (a) A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to article 6.6 a director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person.

- (d) A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

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

- 6.6 The Charity and its directors may only rely upon the authority provided by article 6.5(c) if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its directors (as the case may be) and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Charity.
  - (b) 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.
  - (c) The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - (d) 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 the Charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - (f) The reason for their decision is recorded by the directors in the minute book.
  - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.
- 6.7 In article 6.5 and 6.6:
  - (a) ‘charity’ includes any company in which the Charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% of the voting rights attached to the shares; or
    - (iii) has the right to appoint one or more directors to the board of the company.



- (b) 'connected person' includes any person within the definition in article 68 'Interpretation'.

## **DECLARATION OF DIRECTORS' INTERESTS**

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

## **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

8.

8.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

8.2 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 director or to a connected person.

9. The liability of the members is limited.

## **DISSOLUTION**

10.

10.1 Every member promises, if the Charity 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 £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs, charges and expenses of

winding up, and the adjustment of the rights of the contributories among themselves.

11. 11.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
  - 11.1.1 directly for the Objects; or
  - 11.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 11.1.3 to any charity for use for particular purposes that fall within the Objects;
- 11.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
  - 11.2.1 directly for the Objects; or
  - 11.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 11.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 11.3 Subject to article 11.4 in no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.
- 11.4 In the event of winding up any monies received from the Landfill Communities Fund shall be transferred to another charity which is an enrolled Environmental Body with purposes similar to the Objects.

## **MEMBERS**

12. 12.1 The subscribers to the memorandum are the first members of the Charity.
- 12.2 Membership is open to other individuals or organisations who:
  - 12.2.1 apply to the Charity in the form required by the Directors; and

- 12.2.2 are approved by the Directors.
- 12.3 12.3.1 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 12.3.2 The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 12.3.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 12.4 Membership is not transferable to anyone else.
- 12.5 The Directors must keep a register of names and addresses of the members.

#### **CLASSES OF MEMBERSHIP**

- 13. 13.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 13.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 13.3 The rights attached to a class of membership may only be varied if:
  - 13.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 13.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 13.4 The provisions in these articles about general meetings shall apply to any meetings relating to the variation of the rights of any class of members.

#### **TERMINATION OF MEMBERSHIP**

- 14. Membership is terminated if:
  - 14.1 the member dies or, if it is an organisation, ceases to exist;
  - 14.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
  - 14.3 any sum due from the member to the Charity is not paid in full within six months of it falling due;

- 14.4 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- 14.4.1 the member had been given at least 21 days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- 14.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### **GENERAL MEETINGS**

15. 15.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 15.2 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
16. The Directors may call a general meeting at any time.

### **NOTICE OF GENERAL MEETINGS**

17. 17.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- 17.1.1 21 clear days for an annual general meeting and a general meeting called for the passing of a special resolution;
- 17.1.2 14 clear days for all other general meetings.
- 17.2 A general meeting may be called by shorter notice if it is so agreed in the case of all general meetings, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.
- 17.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 17.4 The notice shall be given to all the members and to the Directors and auditors.
18. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **PROCEEDINGS AT GENERAL MEETINGS**

19. 19.1 No business shall be transacted at any general meeting unless a quorum is present.
- 19.2 A quorum is twenty members entitled to vote upon the business to be conducted at the meeting present in person or by proxy.
- 19.3 The authorised representative of a member organisation shall be counted in the quorum.
20. 20.1 If:
  - 20.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 20.1.2 during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Directors may determine.
- 20.2 The Directors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 20.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
21. 21.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 21.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for holding the meeting a Director nominated by the Directors shall chair the meeting.
- 21.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 21.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
22. 22.1 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 22.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

- 22.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had adjournment not taken place.
- 22.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
23. 23.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 23.1.1 by the person chairing the meeting; or
- 23.1.2 by at least two members having the right to vote at the meeting; or
- 23.1.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 23.2 23.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 23.2.2 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 23.3 23.3.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 23.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 23.4 23.4.1 A poll must be taken as the person who is chairing the meeting directs who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 23.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 23.5 23.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 23.5.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 23.5.3 The poll must be taken within thirty days after it has been demanded.

23.5.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

23.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

24. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
25. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## **VOTES OF MEMBERS**

26. 26.1 Subject to Articles 13.1 and 24 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- 26.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
27. Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and the decision of the person who is chairing the meeting shall be final.
28. 28.1 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 28.2 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 28.3 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
29. On a poll votes may either be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of an appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under its seal or under the hands of an officer or attorney so authorised. A proxy need not be a Member of the Charity.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney shall be deposited at the registered office of the Charity or such other place as is specified on the proxy form not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy may be in the following form or any other form which the Board shall approve:

“Warwickshire Community and Voluntary Action”

“I

“of

“in the County of ..... being a voting member of Warwickshire Community and Voluntary Action

“hereby appoint

“of

“as my proxy to vote for me and on my behalf at the Annual or a (as the case may be) General Meeting of the said Charity to be held on the day of ..... And at any adjournment thereof.

“Signed this ..... day of

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

## **DIRECTORS**

33. 33.1 A Director must be a natural person aged 18 years or older.
- 33.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 46.
34. The number of Directors shall be not less than 8 and not more than 15.
35. Each of the Directors of the Charity must reside, volunteer or work within the county of Warwickshire and shall vacate office if such requirement is not fulfilled.
36. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
37. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.



## **POWERS OF DIRECTORS**

38. 38.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Acts, the memorandum, these articles or any special resolution.
- 38.2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 38.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## **RETIREMENT**

39. At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one third of the Directors or, if their number is not 3 or a multiple of 3, the nearest to one third must retire from office. If there is only one Director he or she must retire.
40. 40.1 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 40.2 If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

## **THE APPOINTMENT OF DIRECTORS**

41. Subject to Article 26, the Charity may by ordinary resolution:
- 41.1 appoint a person who is willing to act to be a Director; and
- 41.2 determine the rotation in which any additional Directors are to retire.
42. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- 42.1 he or she is recommended for election by the Directors; or
- 42.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given notice that:
- 42.2.1 is signed by a member entitled to vote at the meeting;
- 42.2.2 states the member's intention to propose the appointment of a person as a Director;

42.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and

42.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

43. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
44. 42.1 Subject to Article 26, the Directors may appoint a person who is willing to act to be a Director.
- 42.2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
45. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

46. A Director shall cease to hold office if he or she:
- 46.1 ceases to be a Director by virtue of any provision in the Acts or is prohibited by law from being a director;
- 46.2 is disqualified from acting as a Trustee by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 46.3 ceases to be a member of the Charity;
- 46.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 46.5 resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- 46.6 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

#### **MAXIMUM TENURE**

- 47.

- 47.1 No person shall be eligible for election or appointment as a Director if, at the date of the General Meeting or board meeting at which he or she is elected or appointed, he or she has served nine consecutive years as a Director.
- 47.2 If a Director ceases to be eligible to hold office in accordance with Article 47.1 then a period of not less than one year must elapse before that Director may be re-elected or appointed for a further period of membership of the Board of Directors, unless such re-election or appointment follows immediately upon the expiry of a previous period of membership. For the purposes of this Article 47 any period between two successive Annual General Meetings shall, regardless of its actual length, be deemed to be a period of one year.

#### **DIRECTORS' REMUNERATION**

48. The Directors must not be paid any remuneration unless it is authorised by Article 6.

#### **PROCEEDINGS OF DIRECTORS**

49. 49.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 49.2 Any Director may call a meeting of the Directors.
- 49.3 The secretary must call a meeting of the Directors if requested to do so by a Director.
- 49.4 Questions arising at a meeting shall be decided by a majority of votes.
- 49.5 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
50. 50.1 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- 50.2 The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 50.3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
51. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
52. 52.1 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

- 52.2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 52.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 52.4 There shall also be a vice Chair of the Charity who shall be appointed by the Board from among their number in such manner as the Board shall from time to time decide.
- 52.5 There shall also be a Treasurer of the Charity who shall be either appointed by the Board from among their number or co-opted to the Board in such manner as the Board shall from time to time decide.
- 52.6 A resolution in writing or in electronic form agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 52.7 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

## **DELEGATION**

53.

- 53.1 The Directors may delegate such of their powers or functions as may be appropriate to a committee of 2 or more Directors of the Charity.
- 53.2 The Directors may impose conditions when delegating, including the conditions that:
  - 53.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - 53.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 53.3 The Directors may revoke or alter a delegation.
- 53.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

- 54. 54.1 Subject to sub-clause 54.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- 54.1.1 who was disqualified from holding office;
- 54.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 54.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- 54.1.4 the vote of that Director; and
- 54.1.5 that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

- 54.2 Sub-clause 54.1 does not permit a Director or Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for sub-clause 54.1, the resolution would have been void, or if the Director has not complied with article 8.

## **THE SECRETARY**

- 55. A Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board.

## **OTHER OFFICERS AND SERVANTS**

- 56. The Directors may from time to time appoint, employ and remove any directors, managers, Treasurers or other officers, clerks or servants, either in any Honorary capacity or at such salaries and wages respectively and with such respective duties and spheres of employment for such length of service and generally upon such terms as it thinks fit.

## **ACCOUNTS**

- 57. 57.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. 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.
- 57.2 The Directors must keep accounting records as required by the Companies Acts.

## **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

58. 58.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to:
- 58.1.1 the transmission of the statements of account to the Charity;
  - 58.1.2 the preparation of an annual report and its transmission to the Commission;
  - 58.1.3 the preparation of an annual return and its transmission to the Commission.
- 58.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **MEANS OF COMMUNICATION TO BE USED**

- 59.
- 59.1 Subject to the articles, anything sent or supplied by or to the Charity 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 the Charity.
  - 59.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
60. Any notice to be given to or by any person pursuant to the articles:
- 60.1 must be in writing; or
  - 60.2 must be given in electronic form.
- 61.
- 61.1 (1) The Charity may give any notice to a member either:
    - (a) personally; or
    - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
    - (c) by leaving it at the address of the member; or
    - (d) by giving it in electronic form to the member's address; or
    - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

61.2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

62.

62.1 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

63.

63.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

63.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

63.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

## **INDEMNITY**

64. 64.1 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

64.2 The Charity may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Charity, or in relation to its affairs.

## **RULES**

65. 65.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

65.2 The bye laws may regulate the following matters but are not restricted to them:

- 65.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 65.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - 65.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - 65.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by these Articles;
  - 65.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 65.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
66. The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 66.1 The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

## **DISPUTES**

67. If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **INTERPRETATION**

68. In articles 6, 8.2 and 54.2 'connected person' means:
- 68.1 a child, parent, grandchild, grandparent, brother or sister of the director;
  - 68.2 the spouse or civil partner of the director or of any person falling within sub-clause 68.1 above;
  - 68.3 a person carrying on business in partnership with the director or with any person falling within sub-clause 68.1 or 68.2 above;
  - 68.4 an institution which is controlled –



- (a) by the director or any connected person falling within sub-clause 68.1, 68.2, or 68.3 above; or
- (b) by two or more persons falling within sub-clause 68.4(a), when taken together

68.5 a body corporate in which –

- (a) the director or any connected person falling within sub- clauses 68.1 to 68.3 has a substantial interest; or
- (b) two or more persons falling within sub-clause 68.5(a) who, when taken together, have a substantial interest;
- (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.