

Age UK
Company Number: 6825798
(the "Company")

ANNUAL GENERAL MEETING

At an Annual General Meeting of the members of the Company, duly convened and held at Tavis House, 1-6 Tavistock Square, London WC1H 9NA on the 25th day of July 2013, the following special resolution was duly passed

"To replace the articles of association of the Charity with the revised articles, a copy of which is enclosed."

By order of the Board

Dated the 25th day of July 2013



Company Secretary
Mark Harvey

Registered Office
Tavis House
1-6 Tavistock Square
London
WC1H 9NA



A44 *A2NU2K0Y* 23/12/2013 #117
COMPANIES HOUSE

THE COMPANIES ACTS 1985 1989 AND 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION¹

of

Age UK

1. MEMBERSHIP

1 1 The Charity must maintain a register of Company Members in accordance with the Companies Acts

1 2 The Company Members of the Charity shall be

1 2 1 the Trustees for the time being of the Charity,

1 2 2 Age Scotland,

1.2 3 Age NI;

1.2 4 Age Cymru; and

1 2 5 ex-officio, the Chairman for the time being of the **Association** (or if he is unable or unwilling to serve as the Company Member on behalf of the Federation, other such person as the Association shall nominate to be its **Authorised Representative** for this purpose) .

1 3 The Trustees may establish other classes of membership of the Charity and prescribe their respective privileges and duties and set the amounts of any subscriptions. However, only Company Members shall be eligible to vote at **General Meetings**.

1 4 Company Members shall cease to be Company Members

¹ Adopted by a special resolution of the Company Members passed [by written resolution] [at a general meeting held] on [date]

- 1.4.1 in the case of Trustees, when they cease to be Trustees, and
 - 1.4.2 in the case of Age Scotland, Age NI and Age Cymru, if they cease to share the aims and branding of the Charity
 - 1.4.3 in the case of the Chairman of the Association (or an Authorised Representative of the Association serving as the Company Member in his place) at the end of his term of office as Chairman of the Federation
- 1.5 The membership of other classes of members is terminated if the member concerned
- 1.5.1 gives written notice of resignation to the Charity,
 - 1.5.2 dies or (in the case of an organisation) ceases to exist,
 - 1.5.3 is more than six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due), or
 - 1.5.4 is removed from membership by a resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is no longer in the best interests of the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **Clear Days** after receiving notice)
- 1.6 Membership of the Charity (of any kind) is not transferable

2. GENERAL MEETINGS

- 2.1 Company Members are entitled to attend General Meetings personally or by proxy or (in the case of a Company Member organisation) by an Authorised Representative. General Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.
- 2.2 There is a quorum at a General Meeting if the number of Company Members or Authorised Representatives present in person or by proxy is at least twenty percent of the Company Members
- 2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) a Company Member elected by those present presides at a General Meeting
- 2.4 A General Meeting may be called at any time by the Trustees.

- 2.5 A General Meeting may be called on a written request to the Trustees from at least four of the Company Members or, if more than twelve months have passed since the Charity last held a General Meeting, from two Company Members
- 2.6 On receipt of a written request made pursuant to Article 2.5, the Trustees must call a General Meeting within 21 days and the General Meeting must be held not more than 28 days after the date of the notice calling the meeting
- 2.7 In addition to the provisions of the Companies Acts, the Company Members in General Meeting may by an ordinary resolution passed by a simple majority remove any Trustee before the expiration of his period of office (but only after notifying the Trustee in writing of the intention to propose such a resolution and considering the matter in the light of any written representations which the Trustee concerned puts forward within 14 Clear Days after receiving notice)

3. APPOINTMENT OF PROXIES

- 3.1 Proxies may only be validly appointed by a notice in writing which
- 3.1.1 states the name and address of the Company Member appointing the proxy,
 - 3.1.2 identifies the person appointed to be that Company Member's proxy and the General Meeting in relation to which that person is appointed;
 - 3.1.3 is signed by the Company Member appointing the proxy or is authenticated in such manner as the Trustees may determine;
 - 3.1.4 is delivered to the Charity in accordance with Article 10.8,
 - 3.1.5 is received by the Charity at least 48 hours before the meeting to which it relates
- 3.2 The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 3.3 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 resolutions
- 3.4 Unless a proxy notice indicates otherwise, it should be treated as
- 3.4.1 allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting,
 - 3.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as to the meeting itself

- 3 5 An appointment under a proxy notice may be revoked by delivering to the Charity, in accordance with Article 10 8, a notice given by or on behalf of the Company Member who gave the proxy notice, but such revocation will only take effect if the Charity receives it before the start of the meeting to which it relates

4. VOTING AT GENERAL MEETINGS

- 4 1 A resolution at a General Meeting shall be decided by a show of hands, unless a poll is demanded

- 4 2 Every issue shall be decided by a majority of the votes cast

- 4.3 Subject to Article 4 4, every Company Member present in person or by proxy (or through an Authorised Representative) has one vote on each issue

- 4.4 A person who has been appointed as proxy for more than one Company Member shall only have one vote on a show of hands

- 4 5 A poll may be demanded on a resolution.

4 5.1 in advance of the General Meeting where it is to be put to the vote, or

4 5.2 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.

- 4 6 A poll may be demanded by:

4.6 1 the chairman of the meeting,

4 6 2 any Trustee, or

4 6 3 two or more Company Members

- 4.7 A demand for a poll may be withdrawn if the poll has not yet been taken and the chairman of the meeting consents to the withdrawal.

- 4.8 Polls must be taken immediately and in such manner as the chairman of the meeting directs

5. WRITTEN RESOLUTIONS

- 5 1 Subject to Article 5 3, a resolution in writing signed by the **Appropriate Majority** of

Company Members in an **Authenticated Document** shall be effective as if passed at a General Meeting provided that

5 1 1 a copy of the proposed resolution has been sent to every Company Member, and

5 1 2 the document containing the signed resolution is received at the **Office** within 14 days of its being circulated

5 2 In Article 5 1, the “Appropriate Majority” is

5 2 1 in the case of an ordinary resolution, a simple majority of the Company Members,

5 2 2 in the case of a special resolution, 75% or more of the Company Members

5 3 A valid written resolution may comprise several copies of the resolution to which one or more Company Members have signified their agreement In the case of a Company Member that is an organisation, its Authorised Representative may signify its agreement

5.4 The following may not be passed as a written resolution

5 4.1 a resolution to remove a Trustee before his period of office expires; and

5 4.2 a resolution to remove an auditor before his period of office expires

6. **THE TRUSTEES**

6.1 The Trustees as Charity Trustees have control of the Charity and its property and funds

6 2 There shall be 15 Trustees as follows

6 2.1 three **Nominated Trustees** appointed in accordance with Article 6 4,

6 2.2 four **Elected Trustees**, elected in accordance with Article 6 5, and

6 2.3 eight **Appointed Trustees**, appointed in accordance with Articles 6 6 below.

6 3 Nominated Trustees shall be appointed by the Trustees A candidate for appointment as a Nominated Trustee shall, prior to being appointed by the Trustees (a) be nominated by one of the **Nominating Organisations** and (b) be endorsed by the

Nominations Committee Each Nominating Organisations shall be entitled to make a nomination in respect of only one Nominated Trustee at any time but may withdraw its nomination (causing the trusteeship of the Nominated Trustee concern to end) and make a replacement nomination at any time

- 6 4 Elected Trustees shall be appointed by the Trustees. Prior to being appointed by the Trustees an Elected Trustees shall have been (a) elected by the Association (in such manner as the Association shall decide) and (b) be endorsed by the Nominations Committee.
- 6.5 Appointed Trustees shall be appointed by the Trustees on the recommendation of the Nominations Committee.
- 6.6 Elected Trustees and Appointed Trustees shall serve for an initial period of two years and thereafter may, subject to a recommendation from the Nominations Committee on each occasion, be elected or appointed for up to two further terms of three years
- 6 7 Notwithstanding the preceding provisions of this Article, the terms of office of the individuals serving as Elected Trustees and Appointed Trustees at the date of the adoption of these Articles shall end (and, where specified, the individuals may be eligible to be re-elected or re-appointed as Elected Trustees and Appointed Trustees) as specified in the table approved by the Company Members at the time of the adoption of these Articles
- 6.8 The number of Trustees may be increased by a special resolution of the Company Members
- 6 9 A Trustee's term of office automatically terminates if he or she
- 6 9 1 is disqualified under the Charities Acts from acting as a Charity Trustee,
 - 6 9 2 is incapable, whether mentally or physically, of managing his or her own affairs,
 - 6 9 3 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or
 - 6.9 4 in the case of an Appointed Trustee or an Elected Trustee, is absent from six consecutive meetings of the Trustees;
 - 6.9 5 in the case of a Nominated Trustee, has his nomination withdrawn by the organisation which nominated him; or
 - 6 9 6 is removed by an ordinary resolution passed in accordance with Article 2 10

- 6 10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

7. PROCEEDINGS OF TRUSTEES

- 7 1 The Trustees must hold at least four meetings each year
- 7 2 A quorum at a meeting of the Trustees is five Trustees
- 7.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 7 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution circulated to all the Trustees and signed by a simple majority of them is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 7 6 Except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue
- 7 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. POWERS OF TRUSTEES

- 8 1 The Trustees have the following powers in the administration of the Charity:
- 8 1 1 to appoint (and remove) any individual to act as Secretary to the Charity,
- 8.1 2 to appoint a Chairman, one or more Deputy Chairmen, Treasurer and other honorary officers from among their number,
- 8 1 3 to delegate any of their functions to committees consisting of two or more individuals (at least one of whom must be a Trustee) appointed by them All proceedings of such committees must be reported promptly to the Trustees),
- 8 1 4 to make Standing Orders consistent with the Memorandum, these Articles and the Companies Acts to govern proceedings at general meetings,

- 8.1 5 to make Rules consistent with the Memorandum, these Articles and the Companies Acts to govern proceedings at their meetings and at meetings of committees,
 - 8.1 6 to make Regulations consistent with the Memorandum, these Articles and the Companies Acts to govern the administration of the Charity and the use of its seal (if any),
 - 8.1 7 to establish procedures to assist the resolution of disputes within the Charity,
 - 8.1 8 to exercise any powers of the Charity which are not reserved to a general meeting
- 8 2 If the Trustees shall at any time be fewer than 10 it shall be lawful for them to act as Trustees for the purposes of admitting persons as Trustees or summoning a General Meeting but not for any other purpose

9. CONSULTATIVE FORUM

- 9.1 The Consultative Forum shall comprise up to 50 individuals appointed, elected or nominated to serve on the Consultative Forum in such manner and for such term of office as the Trustees shall approve
- 9 2 It shall be the role of the Consultative Forum to advise the Trustees
- 9.3 The Consultative Forum shall meet at least twice in every year
- 9 4 Meetings of the Consultative Forum shall be convened and held at such time and place as shall be determined by the Trustees. The Trustees shall convene a meeting of the Consultative Forum on the requisition of at least one-quarter of the members of the Consultative Forum
- 9 5 At least fourteen clear days' notice of meeting of the Consultative specifying the place, the day and the hour of the meeting and the general nature of that business, shall be given to all of the members of the Consultative Forum in such manner as the Trustees shall determine
- 9.6 No business shall be transacted at any meeting of the Consultative Forum unless a quorum is present when the meeting proceeds to business. One-third of the members of the Consultative Forum shall constitute a quorum.
- 9.7 Meetings of the Consultative Forum shall be chaired by a Chairman appointed by the

Trustees In the event of the absence of the nominated Chairman the members of the Consultative Forum present shall elect a chairman for the meeting from amongst their number

9 8 Every member of the Consultative Forum shall have one vote at meetings of the Consultative Forum. Voting shall take place by a show of hands and no member of the Consultative Forum shall be entitled to appoint a proxy to vote in his place In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote

9 9 The Consultative Forum shall cause proper minutes to be made of its proceedings and any such minutes, if signed by the chairman of the meeting or the chairman of the next succeeding meeting, shall be sufficient evidence of those proceedings

10. RECORDS AND ACCOUNTS

10 1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

10 1 1 annual reports;

10 1 2 annual returns, and

10 1 3 annual statements of account

10 2 The Trustees must keep proper records of

10.2 1 all resolutions of Company Members passed otherwise than at a General Meeting,

10 2 2 all proceedings at General Meetings,

10 2 3 all proceedings at meetings of the Trustees,

10 2 4 all proceedings and reports of committees, and

10 2 5 all professional advice obtained

10 3 The records referred to in Articles 10 2 1, 10 2 2 and 10 2 3 must be kept for 10 years from the date of the resolution, General Meeting or Trustees' meeting, as relevant.

10 4 Accounting records relating to the Charity must be made available for inspection by any Trustee on reasonable notice at any reasonable time during normal office hours

10 5 A copy of the Charity's latest available statement of account or annual report must be

supplied on request to any Trustee or Company Member, free of charge. A copy of either document must also be supplied within two months to any other person who makes a written request for it and pays the Charity's reasonable costs (but the Trustees may waive such charges if they believe it to be in the best interests of the Charity to do so)

11. COMMUNICATION WITH MEMBERS

11.1 The Charity may validly send or supply any document (including any notice) or information to a member

11.1.1 by delivering it by hand to the address recorded for the member in the register of members;

11.1.2 by sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members,

11.1.3 by fax to a fax number notified by the member in writing,

11.1.4 by electronic mail to an email address notified by the member in writing, or

11.1.5 by means of a website the address of which has been notified to the member in writing and the member has agreed may be so used, in accordance with this Article 10.

11.2 The Charity may only send a document or information to a member by electronic mail

11.2.1 where the member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form, and

11.2.2 to the address specified for that purpose by the member

11.3 The Charity may send a document or information to member via a website if the member concerned has not responded within 28 days of the Charity sending him a request asking him to agree to the Charity communicating with him in that manner, provided that:

11.3.1 the request stated clearly what the effect of failure to respond would be;

11.3.2 when the request is sent to the member, at least 12 months have passed since the Charity last requested the member to agree to receive the same or a similar type of document or information via a website,

11.3.3 the document or information concerned is made available in a form which

- enables the recipient to read it and retain a copy of it; and
 - 11 3 4 the Charity complies with the requirements of Articles 10 4 and 10.5
- 11 4 When sending information or a document via a website, the Charity must notify each intended recipient of:
 - 11 4 1 the presence of the document or information on the website,
 - 11 4 2 the address of the website,
 - 11 4 3 the place on the website where it may be accessed, and
 - 11 4 4 how to access the document or information
- 11 5 Where information or a document is sent to members via a website in accordance with this Article, the document or information must remain on the website
 - 11 5 1 in the case of notice of a general meeting, until after the general meeting has ended, and
 - 11 5 2 in all other cases, for 28 days beginning with the date on which the Charity sent notification pursuant to Article 10.4
- 11 6 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 11 6 1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 11 6 2 two clear days after being sent by first class post to the relevant address,
 - 11 6 3 three clear days after being sent by second class or overseas post to the relevant address,
 - 11 6 4 on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Article 10 4);
 - 11.6 5 on being handed to the member (or, in the case of a member organisation, its Authorised Representative) personally, or if earlier
 - 11 6.6 as soon as the member acknowledges actual receipt
- 11 7 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
- 11 8 Members may validly send any notice or document to the Charity
 - 11 8 1 by post to the Charity's registered office or any other address specified by the

Charity for such purposes;
11.8.2 to any fax number or email address provided by the Charity for such purposes

12. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

13. INTERPRETATION

13.1 In the Memorandum and in these Articles:

"Age Cymru"	registered charity no 1128436,
"Age NI"	company no NI71940 and HMRC charity reference no. XTI4600;
"Age Scotland",	Scottish charity no SC 010100,
"Appropriate Majority"	has the meaning ascribed to it in Article 5.2,
"Association"	The Age England Association, company number 07588292,
"these Articles"	means these articles of association,
"Appointed Trustee"	a person appointed as a Trustee in accordance with Article 6.5,
"Authenticated Document"	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the Charity (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and where the Charity has no reason to doubt the truth of that statement),
"Authorised Representative"	means an individual who is authorised

	by a member organisation to act on its behalf at meetings of the Charity and whose name is notified to the Charity in accordance with the Articles;
"Chairman"	means the chairman of the Trustees,
"the Charity"	means the company governed by these Articles,
"the Charities Acts"	means the Charities Acts 1992 1993 and 2006,
"Charity Trustee"	has the meaning prescribed by section 97(1) of the Charities Act 1993,
"clear days"	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 Commission for England and Wales,
"the Companies Acts"	means the Companies Acts 1985 1989 and 2006 to the extent that they are for the time being in force,
"Company Members"	means the members of the Charity entitled to vote at General Meetings as set out in Article 1 2,
"Elected Trustee"	means a Trustee appointed in accordance with Article 6 4,
"Financial Expert"	means a person who is reasonably believed by the Trustees to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment,
"General Meeting"	means a meeting of the Company

	Members,
"Material Benefit"	means a benefit which may or may not be financial but which has a monetary value,
"member" and "membership"	refer to membership of the Charity of any class,
"Memorandum"	means the Charity's Memorandum of Association;
"month"	means calendar month,
"Nominated Trustee"	means a Trustee appointed in accordance with Article 6 3,
"Nominating Organisation"	means Age Scotland, Age NI and Age Cymru,
"Nominations Committee"	means the committee delegated by the Trustees to make recommendations to them in relation to the appointment of Trustees,
"the Objects"	means the Objects of the Charity as defined in Clause 3 of the Memorandum,
"the Office"	means the registered office of the Charity;
"person connected to a Trustee"	means <ul style="list-style-type: none">(a) a child, parent, grandchild, grandparent, brother or sister of a Trustee,(b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a),(c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph

(a) or (b),

(d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together),

(e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest),

“Personal Interest”

does not include (a) an interest held only in a fiduciary capacity (e g as a trustee of another charity) or (b) an interest in purchasing trustee indemnity insurance

“Properly Incurred”

means incurred otherwise than in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity;

“Relevant Liability”

means a liability incurred by a Trustee (acting in that capacity) towards a third party, other than liability

(a) to pay a criminal fine,

(b) to pay a sum to a regulatory authority regarding non-compliance with a regulatory duty (however arising),

(c) for defending criminal proceedings in which he is convicted;

(d) for defending civil proceedings in which judgment is given against him;

(e) in connection with an application for relief from the Court (under the Court's power to relieve from liability in cases of honest and reasonable conduct) in which the Court refuses to grant relief,

and for the avoidance of doubt, does not include any liability of the Trustee towards the Charity,

"Taxable Trading"

means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax,

"Trustee"

means a director of the Charity and "Trustees" means all of the directors,

"written" or "in writing"

refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail;

"year"

means calendar year.

13 2 Expressions defined in the Acts have the same meaning in the Memorandum and these Articles

13 3 In these Articles (and in the Memorandum), unless the context requires otherwise -

13 3 1 words importing the singular shall include the plural and visa versa,

13 3 2 references to any gender shall include all other genders;

13 3.3 references to persons shall include bodies corporate, unincorporated associations, trusts and partnerships,

13 3.4 clause headings shall not affect the interpretation of any clause or Article

13 3 5 references to any statute or statutory provision include a reference to that statute or statutory provision as amended, consolidated or replaced from time to time (whether before or after the date of incorporation of the Charity) and include any order, regulation, instrument or other subordinate legislation made under the relevant statute or statutory provision, and

13 3 6 references to “writing” or “written” include faxes and any non-transitory form of visible reproduction of words

TRUSTEES TERM OF OFFICE

Trustees	Initial appointment	Expiration of current term of office	Potential further term(s)
Dianne Jeffrey	20/02/09	19/02/15	Eligible for 1 further 3 year term.
Jane Newell	20/02/09	19/02/15	Eligible for 1 further 3 year term
Chris Hughes	20/02/09	19/02/15	Eligible for 1 further 3 year term.
Glyn Kyle	20/02/09	19/02/15	Eligible for 1 further 3 year term
Jeremy Greenhalgh	20/02/09	19/02/14	Eligible for 1 further 3 year term
John Williams	20/02/09	19/02/14	Eligible for 1 further 3 year term
Tim Hammond	20/02/09	19/02/14	Eligible for 1 further 3 year term
Pat Cusack	20/02/09	19/02/14	Eligible for 1 further 3 year term
Michael Vincent	20/02/09	19/02/14	Eligible for 1 further 3 year term
David Hunter	22/03/12	21/03/14	Eligible for 2 further 3 year terms
Lucy Bracken	27/07/12	26/07/14	Eligible for 2 further 3 year terms
James Wright	20/02/09	To be determined by nominating organisation	
Brendan McCormack	20/02/09	To be determined by nominating organisation	
Bernadette Fuge	20/02/09	To be determined by nominating organisation	