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The Companies Acts 1985 – 2006

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association

(Adopted by Special Resolution passed the 24 June 2010)

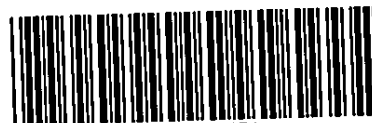
OF

CHANNING HOUSE INCORPORATED HIGHGATE

Incorporated on the 27th day of July 1899

Sharpe Pritchard  
Elizabeth House  
Fulwood Place  
London WC1V 6HG

SATURDAY



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COMPANIES HOUSE

The Companies Acts 1985 – 2006  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

Memorandum of Association  
OF CHANNING HOUSE, INCORPORATED  
HIGHGATE

1 The name of the Association is CHANNING HOUSE, INCORPORATED,  
HIGHGATE

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

EDWIN DURNING-LAWRENCE, Bt , M P ,  
13 Carlton House Terrace, S W

FRANK PRESTON  
6 Derwnet Villas, Whetstone, N ,

Accountant

FREDK WITHALL,  
105 Crouch Hill, London, N ,

Trimming Manufacturer  
MATILDA SHARPE  
32 Highbury Place, London, N ,  
Spinster

WILLIAM BLAKE ODGERS, Q C ,  
4 Elm Court, Temple, E C ,

EMILY SHARPE  
32 Highbury Place, London, N ,  
Spinster

PETER WILLIAM CLAYDEN  
1, Upper Woburn Place, London W C ,  
Journalist

WILLIAM ARTHUR SHARPE  
12 New Court, Carey Street, W C ,  
Solicitor

Dated this 24th day of July, 1899

Witness to all above signatures

ARTHUR W, ODGERS,  
Solr ,  
Clerk to Messrs SHARPE, PARKER, PRITCHARDS & BARHAM, 12 New Court,  
Carey Street, London, W C

The Companies Act 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

Articles of Association  
OF CHANNING HOUSE, INCORPORATED HIGHGATE  
(Adopted by Special Resolution passed the 24 June 2010)

1 The Company's name is CHANNING HOUSE, INCORPORATED, HIGHGATE  
(and in this document it is called 'the Association')

2 In the Articles

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

"the Articles" means the Association's Articles of association,

"the Association" means the company intended to be regulated by these articles,

"the Board" means the Board of Governors for the time being of the Association constituted as hereinafter provided,

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

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

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

"the Directors" means the members of the Association's Board. The Directors are charity trustees as defined by section 97 of the Charities Act 1993,

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

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

"in writing" means written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in a visible form, including electronically,

"the memorandum" means the Association's memorandum of association,

"month" means calendar month,

"officers" includes the Directors and the secretary (if any),

"the Object" means the purposes set out in Article 7,

"the office" means the registered office of the Association;

"the seal" means the common seal of the Association if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Association,

"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 the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Association

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

### 3 MEMBERS

- (1) The members of the Association at the date of adoption of these Articles and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association
- (2) Subject to the provisions hereinafter contained the admission of persons to be members of the Association shall be in the hands of the Board who shall admit such persons as they shall in their uncontrolled discretion think fit
- (3) Membership is not transferable to anyone else
- (4) The Directors must keep a register of names and addresses of the members

### CLASSES OF MEMBERSHIP

- 4 (1) There shall be two classes of members of the Association, namely, Unitarian members and non-Unitarian members The minimum number of Unitarian members shall be 3
- (2) Each of the present members who shall satisfy the Board that he regards himself as a Unitarian and that he would be accepted as such by the Council of the General Assembly of Unitarian and Free Christian

Churches shall be a Unitarian member and the others of the present members shall be non-Unitarian members

- (3) Every person admitted to membership after the date of the adoption of these Articles who shall appear to the Board to be a person who regards himself as a Unitarian and to be a person who would be so regarded by the Council for the time being of the said General Assembly shall be admitted as a Unitarian member and shall so long as he remains a member of the Association be deemed to be a Unitarian member thereof. Every other person admitted to membership after the date of the adoption of these Articles shall be deemed to be a non-Unitarian member of the Association
- (4) Prior to being admitted as a non-Unitarian member of the Association such prospective member shall be furnished with general information about the School, its history and Unitarian traditions and shall be asked to confirm in writing that the prospective member will, if admitted, support the School's continuing adherence to those traditions
- (5) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- (6) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

#### TERMINATION OF MEMBERSHIP

##### 5 Membership is terminated if

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by not less than one month's written notice to the Association unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the Association is not paid in full within six months of it falling due,
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
  - (a) the member has been given at least twenty-one 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;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting

## LIABILITY OF MEMBERS

- 6 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £5

## OBJECTS

- 7 The object for which the Association is established is the advancement of education and subject and without prejudice to such primary object to do all or any of the following things
- (1) To carry on a school for girls being the daughters of Unitarians and others and, in a manner consistent with the tolerant Unitarian teachings of William Ellery Channing, to provide such girls with a liberal education and with moral and religious instruction. The religious teaching given in the school shall not be distinctive of any particular religious faith
- (2) For such purpose to acquire Channing House, The Bank, Highgate, and any other real or personal estate, land or buildings and to erect, alter, enlarge, adapt, repair, decorate and furnish such buildings as may from time to time be found desirable for the purposes of the Association and from time to time also to sell, mortgage, exchange, let, hire or otherwise deal with any of the real and personal estate of the Association
- (3) To do all such other lawful things as are incidental or conducive to attainment of the Object

Provided always that notwithstanding the use of any general words in this Article, and elsewhere the Articles, neither the property of the Association nor the income thereof nor any part of such property or income shall in any circumstances be applied to or for any object or purpose which is not legally charitable

## POWERS

- 8 The Association has power to do anything which is calculated to further the Object including anything that is conducive or incidental to doing so. In particular, the Association has power
- (1) to raise funds. In doing so, the Association must not undertake any substantial trading activity and must comply with any relevant statutory regulations,
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- (4) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (6) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (7) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (8) to employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may make payments to or for the benefit of a Director only to the extent it is permitted to do so by Article 58,
- (9) to
  - (a) deposit or invest funds,
  - (b) employ a professional fund-manager, and
  - (c) arrange for the investments or other property of the Association to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

- (10) to provide insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 at the expense of the Association,
- (11) to pay out of the funds of the Association the costs of forming and registering the Association both as a company and as a charity

#### APPLICATION OF INCOME AND PROPERTY

- 9 (1) The income and property of the Association shall be applied solely towards the promotion of the Object
- (2) (a) A Director is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses



properly incurred by him or her when acting on behalf of the Association

- (b) A Director may receive an indemnity from the Association in the circumstances specified in Article 58
- (3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Director receiving:
  - (a) a benefit from the Association in the capacity of a beneficiary of the Association,
  - (b) reasonable and proper remuneration for any goods or services supplied to the Association
- (4)(A) No Director or connected person may
  - (a) buy any goods or services from the Association on terms preferential to those applicable to members of the public,
  - (b) sell goods, services, or any interest in land to the Association,
  - (c) be employed by, or receive any remuneration from, the Association,
  - (d) receive any other financial benefit from the Association

Unless

- (i) the payment is permitted by Article 9(4)(B)(a), or
  - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes
- (4)(B) (a)(i) 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 Association where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
- (ii) the Directors may arrange for the purchase, out of the funds of the Association, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993
- (iii) a Director or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public

(5)(a) In sub-clause (2)-(4) of this Article 6 "Association" shall include any company in which the Association

- holds more than 50% of the shares, or
- controls more than 50% of the voting rights attached to the shares, or
- has the right to appoint one or more directors to the board of the company,

(5)(b) In sub-clause (4) of this Article 9 "connected person" means

- (i) a child, parent, grandchild, grandparent, brother or sister of the Director,
- (ii) the spouse or civil partner of the Director or of any person falling within paragraph (i) above,
- (iii) a person carrying on business in partnership with the Director or with any person falling within paragraph (i) or (ii) above,
- (iv) an institution which is controlled –
  - (I) by the Director or any connected person falling within paragraph (i), (ii), or (iii) above, or
  - (II) by two or more persons falling within sub-paragraph (I), when taken together
- (v) a body corporate in which –
  - (I) the Director or any connected person falling within paragraphs (i) to (iii) has a substantial interest, or
  - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest

(5)(c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

## GENERAL MEETINGS

- 10 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting
- 11 The Board may whenever they think fit convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Companies Acts

## NOTICE OF GENERAL MEETINGS

- 12 (1) The minimum periods of notice required to hold a general meeting of the Association are
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
  - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights
- (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. The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts and Article 18
- (4) The notice must be given to all the members and to the Directors and auditors
- 13 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 Association.

## PROCEEDINGS AT GENERAL MEETINGS

- 14 (1) No business shall be transacted at any members' meeting unless a quorum is present
- (2) A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting of whom at least one shall be a Unitarian member. The authorised representative of a member organisation shall be counted in the quorum
- (3) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine
- (4) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

- (5) 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 in person or by proxy at that time shall constitute the quorum for that meeting
- 15 (1) Any members' meetings shall be chaired by the Chair of the Board
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting
- (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 in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 16 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (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
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (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
- 17 (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
- (a) by the person chairing the meeting, or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

- (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded
- (3)
  - (a) 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
  - (b) 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
- (4)
  - (a) 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
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5)
  - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
  - (b) 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
  - (c) The poll must be taken within thirty days after it has been demanded
  - (d) 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
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

#### CONTENT OF PROXY NOTICES

- 18 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
  - (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the members' meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, and

- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (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
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### DELIVERY OF PROXY NOTICES

- 19 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

#### WRITTEN RESOLUTIONS

- 20 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a members' meeting shall be effective provided that
  - (a) a copy of the proposed resolution has been sent to every eligible member,
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) To the case of a member organisation its authorised representative may signify its agreement

## VOTES OF MEMBERS

- 21 (1) Subject to Article 4, every member, whether an individual or an organisation, shall have one vote
  - (2) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association
  - (3) The organisation must give written notice to the Association of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The representative may continue to represent the organisation until written notice to the contrary is received by the Association
  - (4) Any notice given to the Association will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the representative has been properly appointed by the organisation
- 22 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

## DIRECTORS

- 23 A Director must be a natural person aged 16 years or more
- 24 The number of Directors shall be not less than eight and not more than twenty (unless otherwise determined by ordinary resolution)
- 25 The number of Directors who are Unitarian members shall be not less than two
- 26 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors

## POWERS OF THE BOARD

- 27 The business of the Association shall be managed by the Board who may exercise all the powers of the Association, unless they are subject to any

restrictions imposed by the Companies Acts, the Articles or any special resolution

- 28 The Directors for the time being may act notwithstanding any vacancy in their body, provided always that in case the members of the Board shall at any time be or be reduced in number to less than eight or the members of the Board who are Unitarian members shall at any time be or be reduced to less than the minimum number of such Directors prescribed by Article 25, it shall be lawful for the Directors to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose

## RETIREMENT

- 29 Subject to the provisions of Articles 30-32 no Director shall hold office for more than 12 years
- 30 Any Director who has attained the age of 75 years must retire at the first member's meeting held after his or her 75th birthday or the 31st July following his or her 75th birthday whichever shall be earlier
- 31 Subject to the provisions of Article 30 any Director who has held office as a Director of the Association for 10 years at the date of adoption of these Articles must retire not later than the 31st July 2013
- 32 Subject to the provisions of Articles 30 and 31 any Director shall retire at the first members' meeting held after the expiration of each of four and eight years after the date of his or her appointment, but shall in either case be eligible for re-election provided that he or she gives notice to the Association of a wish to be re-elected not less than 14 and not more than 35 clear days before the date of the meeting at which such re-election is to be considered

## THE APPOINTMENT OF DIRECTORS

- 33 The Association may by ordinary resolution appoint a person who is willing to act to be a Director
- 34 No person other than a Director retiring pursuant to Article 32 may be appointed a Director at any general meeting unless
- (1) he or she is recommended for election by the Directors, or
  - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Association is given a notice that
    - (a) is signed by a member entitled to vote at the meeting,
    - (b) states the member's intention to propose the appointment of a person as a Director,
    - (c) contains the details that, if the person were to be appointed, the Association would have to file at Companies House, and



- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed
- 35 All members who are entitled to receive notice of a members' 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
- 36 (1) The Directors may appoint a person who is willing to act to be a Director
- (2) A Director appointed by a resolution of the other Directors must retire at the next Annual General Meeting
- 37 If at any annual general meeting no election of Directors shall take place, the Directors who retire pursuant to Article 32 shall be deemed to have been re-elected

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 38 A Director shall cease to hold office if he or she
- (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director,
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (3) ceases to be a member of the Association,
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (5) resigns as a Director by notice to the Association (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
- (6) is absent without the permission of the Board from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated

#### PROCEEDINGS OF DIRECTORS

- 39 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles
- (2) Any Director may call a meeting of the Directors
- (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a Director
- (4) Questions arising at a meeting shall be decided by a majority of votes

- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants
- 40 (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 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be three or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors
- (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
- 41 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 members' meeting
- 42 (1) The Board shall from time to time elect a Chair and Vice-Chair The Chair and Vice-Chair in office at the date of adoption of these Articles and hereafter any person so elected shall retire at the first Board meeting following the expiration of four years and eight years after his or her appointment to the office of Chair or Vice-Chair but shall in the case of a retirement after four years be eligible for re-appointment
- (2) The Board may at any time revoke the appointment of a Chair or Vice-Chair
- (3) The Chair or in his or her absence the Vice-Chair shall preside at all meetings of the Board at which he or she is present
- (4) If at any meeting of the Board the Chair and Vice-Chair are not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- 43 Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chair shall have a second or casting vote
- 44 (1) A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of 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 or (as the case may be) a committee of Directors duly convened and held provided that

- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote, and
  - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the office within the period of 28 days beginning with the circulation date
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement

#### DELEGATION

- 45 (1) Subject to the provisions of Article 50(3) the Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
- (2) The Directors may impose conditions when delegating, including the conditions that
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
  - (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors
- (3) The Directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors

#### DECLARATION OF DIRECTORS' INTERESTS

- 46 (1) 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 Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest)
- (2) The Directors shall cause a register of Directors' interests to be kept. The Directors shall also adopt (and may review and amend from time to time) a policy in relation to conflicts of interest

#### CONFLICTS OF INTERESTS

- 47 (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 Association to authorise the conflict of interests in the circumstances applying
- (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

#### VALIDITY OF DIRECTORS' AND MEMBERS' DECISIONS

- 48 (1) Subject to Article 48(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
- (a) who was disqualified from holding office,
  - (b) who had previously retired or who had been obliged by the constitution to vacate office,
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without
- (d) the vote of that Director, and
  - (e) that Director being counted in the quorum,
- the decision has been made by a majority of the Directors at a quorate meeting
- (2) Article 48(1) does not permit a Director or a 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 Article 48(1), the resolution would have been void, or if the Director has not complied with Article 46
- (3) Subject to Article 48(1) and (2), the proceedings at any members' meeting or any meeting of the directors or any committee of the directors or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by

reason of any accidental informality or irregularity (including any accidental omission to give or any non- receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such information, irregularity or want of qualification shall invalidate it

## SEAL

- 49 If the Association has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director

## MINUTES

- 50 The Directors must keep minutes of all
- (1) appointments of officers made by the Directors,
  - (2) proceedings at meetings of the Association,
  - (3) meetings of the Directors and committees of Directors including
    - (a) the names of the Directors present at the meeting,
    - (b) the decisions made at the meetings, and
    - (c) where appropriate the reasons for the decisions

## ACCOUNTS

- 51 (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
- (2) The Directors must keep accounting records as required by the Companies Acts
- (3) Members of the Association shall not be sent a summary financial statement pursuant to Section 426 of the Companies Act 2006 and the Companies (Summary Financial Statement) Regulations 2008

## ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 52 (1) The Directors must comply with the requirements of the Charities Act 1993 as amended by the Charities Act 2006 with regard to the
- (a) preparation of Statements of Account and their transmission to the Commission,

- (b) preparation of an Annual Report and its transmission to the Commission,
  - (c) preparation of an Annual Return and its transmission to the Commission
- (2) The Directors must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities

#### MEANS OF COMMUNICATION TO BE USED

- 53 (1) Subject to the Articles, anything sent or supplied by or to the Association 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 those Act to be sent or supplied by or to the Association
- (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

#### NOTICES

- 54 Any notice to be given to or by any person pursuant to the Articles
- (1) must be in hard copy form, or
  - (2) must be given in electronic form
- 55 (1) The Association 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
- (2) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association
- 56 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 57 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

- (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 2000
- (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

- 58 (1) The Association shall indemnify any relevant Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this Article a "relevant Director" means any Director or former Director of the Association

## RULES

- 59 (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 Association.
- (2) The bye laws may regulate the following matters but are not restricted to them
  - (a) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles,
  - (b) generally, all such matters as are commonly the subject matter of company rules
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association
- (5) The rules or bye laws shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

## DISSOLUTION

- 60 (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the

Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways

- (a) directly for the Object, or
- (b) by transfer to any charity or charities for purposes similar to the Object, or
- (c) to any charity or charities for use for particular purposes that fall within the Object

- (2) Subject to any such resolution of the members of the Association, the Directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:

- (a) directly for the Object, or
- (b) by transfer to any charity or charities for purposes similar to the Object, or
- (c) to any charity or charities for use for particular purposes that fall within the Object

- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with sub-clauses (1) or (2) of this Article is passed by the members or the Directors respectively, the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission