

Company No: 198344

Charity No: 225922

The Companies Act 2006

**Company limited by guarantee
and not having a share capital**

**Articles of Association
of
The National Council for Voluntary
Organisations**

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**Articles of Association
of
The National Council for Voluntary Organisations**

1. Interpretation

- 1.1 In the Articles, unless the context indicates otherwise, the following words and expressions shall have the meaning set out opposite them:

'AGM'	an annual general meeting of Council;
'Appointed Trustee'	a trustee appointed in accordance with Article 7.5;
'Articles'	the Charity's articles of association;
'Attend'	includes attendance physically or, where applicable, virtually including by telephone conference calls, video conference calls or other technology enabling all participants to communicate with one another in real time without being physically present in the same place and 'Attending' and 'Attendance' shall be construed accordingly;
'Authenticated Document'	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, that contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement) and 'Authenticated' shall be construed accordingly;
'Board'	the board of Trustees;
'Chair'	the Chair of the Trustees appointed in accordance with Article 8.1;
'Charitable Purposes'	purposes that are exclusively charitable under the laws of England and Wales;
'Charity'	the charitable company regulated by these Articles;
'the Charities Act'	the Charities Act 2011;
'Council'	the Members of the Charity;
'Clear Days'	does not include the day on which notice is given or the day of the meeting or other event;
'the Commission'	the Charity Commission for England and Wales or any body that replaces it;
'the Companies Act'	the Companies Act 2006;
'Conflicted Trustee'	a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit from the Charity (other than those benefits listed in Article 13.4(a)(i) to (iv)), or has some separate interest or duty in a matter to be decided;

'Connected Person'	(i) a child, parent, grandchild, grandparent, brother or sister of that Trustee; (ii) the spouse or civil partner of that Trustee or of any person falling within (i) above; (iii) a person carrying on business in partnership with that Trustee or with any person falling within (i) or (ii) above; (iv) an institution which is controlled (whether directly or through one or more nominees): (1) by that Trustee or any person falling within (i), (ii) or (iii) above or (v) below; or (2) by two or more persons falling within (1) above, when taken together; (v) a body corporate in which: (1) that Trustee or any person falling within (i), (ii), (iii) or (iv) above has a substantial interest; or (2) two or more persons falling within (1) above who, when taken together, have a substantial interest; and ss350–352 Charities Act apply for the purposes of interpreting the terms used in this definition;
'Custodian'	a person or body who undertakes safe custody of assets or documents or records relating to them;
'Elected Trustee'	a Trustee elected in accordance with Article 7.3;
'Electronic Means'	includes documents or information sent or supplied in electronic form where it is sent or supplied by electronic means, including by email or similar forms of electronic communication;
'Financial Expert'	an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
'Financial Year'	the Charity's financial year;
'Firm'	includes a limited liability partnership;
'Honorary Officers'	the Chair, the Honorary Treasurer and the Vice-Chair(s);
'Indemnity Insurance'	insurance against personal liability incurred by any Trustee or other officer (other than any person engaged by the Charity as auditor) for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless as to whether, the act or omission was a breach of trust or breach of duty;
'Material Benefit'	a benefit, direct or indirect, which may not be financial but has a monetary value;
'Member' and 'Membership'	refer to membership of the Charity for the purposes of s112 Companies Act;
'Members' Assembly'	the NCVO members' assembly constituted under these Articles;

'Members' Meeting' (or 'Council Meeting')	a meeting of the Members, being a general meeting for the purposes of the Companies Act;
'Nominee Company'	a corporate body registered or having an established place of business in England and Wales which holds title to property for another;
'Nominations Committee'	the nominations committee established under these Articles;
'Objects'	the objects of the Charity as set out in Article 5;
'Ordinary Resolution'	a resolution agreed by a simple majority of the Members present (in person or by proxy) and voting at a Council Meeting or in the case of a written resolution by Members who together hold a simple majority of the votes;
'Proxy Notice'	an Authenticated Document in the form approved by the Trustees and deposited in the manner specified by the Trustees;
'Secretary'	a company secretary for the purposes of ss270-280 Companies Act as appointed under Article 8.3;
'Show of Hands'	a show of hands including any physical or electronic equivalent;
'Social Investment'	as defined in s292A Charities Act 2011;
'Special Resolution'	a resolution which is required to be passed by these Articles or the Companies Act as a special resolution by a 75% majority of the Members;
'Taxable Trading'	carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
'Treasurer'	the treasurer of the Charity elected in accordance with Article 8.1;
'Trustee'	a person who is both a charity trustee of the Charity for the purposes of the Charities Act and a director of the Charity for the purposes of the Companies Act and 'Trustees' means the charity trustees and directors;
'Vice-Chair'	a vice-chair of the Charity appointed in accordance with Article 8.2;
'Written' or 'In Writing'	refers to a legible document on paper or a document sent by Electronic Means which is capable of being printed out on paper; and
'Year'	calendar year.

1.2 In these Articles, unless the context indicates another meaning:

- (a) expressions not otherwise defined which are defined in the Companies Act have the same meaning;
- (b) references to legislation including to any statute, statutory provision or subordinate legislation are to that legislation as amended or re-enacted from time to time (whether before, on or after the date of adoption of these Articles) and to any subordinate legislation made under it (whether before, on or after the date of adoption of these Articles);

(c) any phrase introduced by the terms '**including**', '**include**', '**in particular**' or any similar expression shall be construed as illustrative and shall not limit the sense of the words proceeding those terms;

(d) use of the singular includes the plural and vice versa; and

(e) use of any gender includes the other genders.

2. **Exclusion of the model articles**

The model articles for private companies limited by guarantee under the Companies Act do not apply to the Charity.

3. **Name**

3.1 The name of the Charity is 'The National Council for Voluntary Organisations'.

3.2 The name of the Charity may be changed by:

(a) a decision of the Trustees;

(b) a Special Resolution of Council; or

(c) otherwise in accordance with the Companies Act or the Charities Act.

4. **Registered office**

The registered office of the Charity will be in England.

5. **Objects**

5.1 The **Objects** of the Charity are for the public benefit:

(a) to advance or promote all or any purposes which are exclusively charitable and for the public benefit in accordance with the laws of England and Wales; and.

(b) to promote and organise co-operation in the furtherance of such purposes.

6. **Powers**

The Charity has the power to do anything within the law which may promote or help to promote the Objects including the power:

Operations

6.1 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;

6.2 to provide advice or information;

6.3 to carry out research;

6.4 to provide goods, services or other assistance (whether or not for valuable consideration);

6.5 to provide support by way of grants, scholarships, donations, loans or otherwise and to make rules as to their value, methods of ascertainment and selection;

6.6 to enter into contracts and agreements of any kind, including contracts to provide services to or on behalf of other bodies;

Campaigning

- 6.7 to seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development, implementation and/or retention of appropriate policies, legislation and regulations provided that the Trustees are satisfied that any proposed activity will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the Charity promotes the Objects;

Working with other organisations

- 6.8 to consult, advise, co-operate with or assist others;
- 6.9 to support, administer or establish other charities or other organisations;
- 6.10 to act as trustee of charitable trusts jointly with one or more other trustees or, where it may legally do so, as sole trustee;
- 6.11 to establish or acquire subsidiary companies (whether or not wholly owned by the Charity);
- 6.12 to acquire and take over to such an extent as may be thought fit (and permitted by law) the assets, liabilities and undertakings of any person or body whatsoever;
- 6.13 to amalgamate with any other bodies that are charitable and have objects similar to the Objects and that restrict the payment of any dividend or profit to, and the distribution of assets amongst, their members at least to the same extent as such payments are restricted under these Articles;

Fundraising

- 6.14 to accept or refuse gifts and raise funds (but not by means of Taxable Trading);
- 6.15 to enter into any funding or other arrangement with any government or any other authority;

Finance

- 6.16 to borrow money including for the purposes of investment;
- 6.17 to open and operate bank accounts and other facilities for banking in the name of the Charity;
- 6.18 to give security, including but not limited to guarantees, for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- 6.19 to set aside funds for special purposes or as reserves against future expenditure;

Property

- 6.20 to acquire or hire property and/or any interest in, or relating to, land of such kind and on such terms and to appoint such advisers, surveyors, managers and builders and other advisers and contractors on such terms as the Trustees shall determine;
- 6.21 to let, license or dispose of any interest in property of any kind or to charge any interest in property (but only in accordance with the restrictions imposed by the Charities Act);

Investments

- 6.22 to deposit or invest its funds in any manner as may be thought fit (including, but not limited to, the establishment of trading or other subsidiaries of any kind), but only after obtaining such advice from a Financial Expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification;
- 6.23 to delegate the management of investments to a Financial Expert, but only on terms that:

- (a) the investment policy is set down In Writing for the Financial Expert by the Trustees;
 - (b) timely reports of all transactions are provided to the Trustees;
 - (c) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (d) the performance of the investments, the investment policy and the delegation arrangement are regularly reviewed by the Trustees;
 - (e) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (f) the Financial Expert must not do anything outside the powers of the Charity;
- 6.24 to make Social Investments in accordance with the Charities Act,
- 6.25 to arrange for investments or other property of the Charity to be held in the name of a Nominee Company acting under the direction of the Trustees or of a Financial Expert acting under their instructions, and to pay any reasonable fee required;
- 6.26 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;

Insurance

- 6.27 to insure the property of the Charity (including any property not owned by the Charity but under its control) against any foreseeable risk and to take out other insurance policies to protect the Charity when required;

Trustee indemnity

- 6.28 subject to the provisions of the Companies Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, to indemnify every Trustee or other officer of the Charity (other than any person engaged by the Charity as auditor) to the extent permitted by the Companies Act and to pay for Indemnity Insurance for the Trustees;

Staff and volunteers

- 6.29 subject to Articles 11 and 12, to employ officers, employees and workers and to engage consultants, advisers, agents and volunteers upon such terms and conditions as may be thought fit;
- 6.30 to provide and contribute to pension and other benefits for workers and former workers of the Charity and their dependants.

7. The Trustees

- 7.1 The Trustees have general control and management of the administration of the Charity and its property and funds.
- 7.2 The board of Trustees shall comprise:
- (a) the Chair;
 - (b) the Treasurer;
 - (c) up to seven Elected Trustees; and
 - (d) up to five Appointed Trustees,

who being individuals are over the age of 18, support the Objects, have each signed a written declaration of willingness to act as a charity trustee and have been recommended for election or appointment, or as applicable re-election or re-appointment, by the Nominations Committee.

- 7.3 The Chair, the Treasurer and the Elected Trustees are elected by the Members in accordance with such regulations as the Trustees may prescribe from time to time under Article 10.2(e).
- 7.4 The Trustees may at any time co-opt an individual who is eligible under Article 7.2 to fill a position vacated mid-term by the Chair, the Treasurer or an Elected Trustee but a person so co-opted shall hold office only until the next AGM.
- 7.5 The Appointed Trustees are appointed by the Trustees.
- 7.6 If the number of Trustees falls below three, the remaining Trustees may only act to:
- (a) co-opt Trustees pursuant to Article 7.4;
 - (b) appoint further Appointed Trustees;
 - (c) circulate a written resolution to the Members; and/or
 - (d) call a Council Meeting.
- 7.7 The Trustees in office at the date of adoption of these Articles shall remain in office until the dates set out below:

<i>Name</i>	<i>End of current term</i>	<i>Eligible for further term (yes/no)</i>
Emily Agius	☐	☐
Julie Bentley	☐	☐
Paul Breckell	☐	☐
Paul Buchanan	☐	☐
Anne Heal	☐	☐
Sarabajaya Kumar	☐	☐
Priya Singh	☐	☐
Dan Sutch	☐	☐
Sheila Taylor	☐	☐
Ingrid Tennessee	☐	☐

- 7.8 Trustees serve for a term of three years from the date of their election or appointment. A retiring Trustee who is eligible under Article 7.2 may be re-elected or re-appointed twice provided that a Trustee may serve for a third term of three years in exceptional circumstances and if such reappointment would, to the satisfaction of the Board, be in the best interests of the Charity.
- 7.9 A Trustee's term of office terminates automatically if:
- (a) they reach the end of their term of office in accordance with Article 7.8;

- (b) they resign by written notice to the Charity (but only if at least three Trustees will remain in office);
- (c) they cease meet the eligibility criteria (if any) set by the Trustees from time to time;
- (d) they die;
- (e) they are prohibited by law from acting as a charity trustee (including pursuant to the Charities Act);
- (f) the other Trustees reasonably believe they are incapable, whether mentally or physically, of managing their own affairs and resolve that their office be vacated;
- (g) they are absent without permission, whether given in advance or subsequently, from all meetings of the Trustees held within a period of six months and the other Trustees resolve that their office be vacated;
- (h) they are removed by resolution of the other Trustees after the Trustees have invited the views of the Trustee in question and considered the matter in light of such views;
- (i) they are removed by an Ordinary Resolution of the Members provided that the Trustee who is the subject of the resolution:
 - (i) is given at least 28 days' notice of the Council meeting at which the resolution is proposed to be passed; and
 - (ii) is given the opportunity to make representations at such Council meeting either orally or in writing..

8. Chair, Treasurer, Vice-Chair(s) and Secretary

- 8.1 The Chair and Treasurer shall be elected by the Members in accordance with such regulations as the Trustees may from time to time prescribe in accordance with Article 10.2(e).
- 8.2 The Vice-Chair or Vice-Chairs if two are appointed shall be appointed by the Trustees from among their number for a maximum term of office of three Years from the date of appointment. A retiring Vice-Chair who is eligible under Article 7.2 may be reappointed as long as they remain a Trustee, provided that they shall not serve for more than two consecutive terms.
- 8.3 The Charity shall have a Secretary. The Secretary will be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit and any Secretary so appointed may be removed by the Trustees. A Secretary may be, but does not have to be, a Trustee.

9. Trustees' decision making

Calling Trustees' meetings

- 9.1 The minimum number of meetings of the Trustees to be held each Year may be fixed by the Trustees from time to time and, unless otherwise determined shall be three.
- 9.2 A Trustee may at any time, and the Secretary (if any) must at the request of a Trustee, call a meeting of the Trustees.
- 9.3 Notice of a meeting of the Trustees may be given to a Trustee orally or in writing.
- 9.4 Each Trustee must be given such notice of each meeting of the Trustees as is reasonable in the circumstances.

Quorum at Trustees' meetings

- 9.5 No decision may be made by a meeting of the Trustees unless a quorum is present at the time when the decision is made. A quorum at a meeting of the Trustees may be fixed by the Trustees and unless so fixed shall be three Trustees or one third (rounded up to the nearest whole number), if greater.
- 9.6 In the event that there are fewer Trustees in office than the quorum set out in Article 9.5, the Trustees may only act to appoint one or more Trustees in accordance with Article 7.5, circulate a written resolution to the Members and/or call a Council Meeting.

Attendance at Trustees' meetings

- 9.7 A Trustee may Attend a meeting of the Trustees either physically or virtually.
- 9.8 Where a Trustees' meeting is being held virtually (whether fully or in part) and there is a failure in the technology such that one or more participants is unable to communicate with the other participants, those participants who are still able to participate fully must check whether the meeting is still quorate. If the meeting is not quorate, or it is unclear whether the meeting is quorate, and the ability for all participants to communicate is not re-established within 10 minutes, the Trustees must adjourn the meeting. If the meeting is still quorate, the Trustees may either continue the meeting or adjourn it.
- 9.9 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Proceedings at Trustees' meetings

- 9.10 The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair (or one of the Vice-Chairs, if there are two) presides at each meeting. If both the Chair and Vice-Chair(s) are unable or unwilling to preside the Treasurer shall preside and in the event all the Honorary Officers are unable or unwilling to preside the Trustees present may choose one of their number to chair the meeting.
- 9.11 Any issue may be determined by a simple majority of the votes cast at a meeting.
- 9.12 Every Trustee has one vote on each issue but, in the case of an equality of votes, the chair of the meeting has a second or casting vote.

Trustees' written resolutions

- 9.13 A resolution in Writing agreed by the majority of the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting provided that the number of Trustees who are not Conflicted Trustees is equal to or exceeds the number set as a quorum for a meeting of the Trustees in accordance with Article 9.5. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date the requisite majority is obtained.

10. Trustees' powers

- 10.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit in accordance with their legal duties.
- 10.2 Without prejudice to any other powers they may have, the Trustees have the following powers in connection with the administration of the Charity:
- (a) to admit or remove Members;
 - (b) to appoint and remove Vice-Chairs in accordance with Article 8;

- (c) to delegate their functions (including functions relating to the Charity's role as trustee of any charitable trust) in accordance with Article 14;
- (d) to establish procedures to assist the resolution of disputes or differences within the Charity;
- (e) to make standing orders, rules and/or regulations consistent with the Articles and the Companies Act to govern matters including proceedings at meetings, the election of Elected Trustees, the Chair and Treasurer, the administration of the Charity and the use of its seal (if any); and
- (f) to exercise any powers of the Charity which are not reserved to the Members.

11. Application of income and property

11.1 The property and funds of the Charity must be used only for promoting the Objects but:

- (a) a Trustee is entitled to be reimbursed from the property of the Charity or pay out of such property reasonable expenses actually incurred in running the Charity;
- (b) a Trustee may benefit from indemnity insurance purchased at the Charity's expense as permitted by s189 Charities Act; and
- (c) the Charity shall indemnify any Trustee, officer of the Charity or former Trustee against any liabilities properly incurred in that capacity (including the costs of a successful defence to criminal proceedings) to the extent permitted by ss232-234 Companies Act.

11.2 A Trustee may not receive any payment of money or other Material Benefit unless it is authorised by Article 11.1 or Article 12.

11.3 Subject to Article 12, 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. This does not prevent a Member who is not also a Trustee or Connected Person:

- (a) being paid interest on money lent to the Charity at a reasonable rate not exceeding 2 per cent less than the base rate of a clearing bank selected by the Trustees;
- (b) being employed by or entering into contracts with the Charity and receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (c) being paid a reasonable rent or hiring fee for property let or hired to the Charity; and
- (d) receiving charitable benefits on the same terms as any other person.

12. Benefits and payments to Trustees and Connected Persons

12.1 No Trustee 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 remuneration from, the Charity; or
- (d) receive any other payment of money or other material benefit (whether directly or indirectly) from the Charity

unless the payment of money or other material benefit is permitted by Article 11.1 or 12.2; authorised by the Court or authorised by the Commission in advance in writing (or the Commission

has confirmed in writing that its consent is not required) and, where required by s201 Charities Act or Chapter 4 Companies Act, the approval of the Members has been obtained.

12.2 A Trustee or Connected Person may:

- (a) receive charitable benefits on the same terms as any other person;
- (b) receive interest on money lent to the Charity at a reasonable rate not exceeding 2 per cent less than the base rate of a clearing bank selected by the Trustees;
- (c) receive a reasonable rent or hiring fee for property let or hired to the Charity;
- (d) hold shares or an interest of up to 1% in a company or other legal entity to which the Charity makes payments for goods and/or services supplied;
- (e) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public;
- (f) enter into a written contract with the Charity to supply goods or services in return for a payment or other material benefit, but only if:
 - (i) the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
 - (ii) the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 11; and
 - (iii) fewer than half of the Trustees are subject to such a contract or have a Connected Person subject to such a contract in any Financial Year.

12.3 In Article 12.2 the term Charity includes any company or other legal entity in which the Charity:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights; or
- (c) has the right to appoint one or more directors or trustees to the board of the company or other legal entity.

13. **Conflicts of interest and loyalty**

13.1 Unless Article 13.2 applies, a Trustee must declare the nature and extent of:

- (a) any direct or indirect interest which they have in a proposed transaction or arrangement with the Charity; and
- (b) any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Charity or their duties to the Charity.

13.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware (including if an interest or duty has already been recorded in the register of interests).

13.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, they are entitled to participate in the decision making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

13.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, they may participate in the decision making process and may be counted in the quorum and vote unless:

- (a) the decision could result in the Trustee receiving a benefit other than:
 - (i) reimbursement of expenses in accordance with Article 11.1(a);
 - (ii) the payment of premiums in respect of indemnity insurance effected in accordance with Article 11.1(b);
 - (iii) payment under the indemnity set out at Article 11.1(c); or
 - (iv) any benefit received in their capacity as a beneficiary of the Charity (as permitted in Article 11.3(d) and which is available generally to the beneficiaries of the Charity;
- (b) a majority of other Trustees participating in the decision making process decide to the contrary,

in which case they must comply with Article 13.5.

13.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 13.5, they must:

- (a) take part in the decision making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- (b) not be counted in the quorum for that part of the process; and
- (c) withdraw during the vote and have no vote on the matter.

13.6 When a trustee has a Conflict of Interest which they have declared to the Trustees, they shall not be in breach of their duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by them.

13.7 The Trustees must maintain a register of Trustees' interests.

14. **Delegation**

14.1 Subject to these Articles and to the extent permitted by the Charities Act, the Trustees may delegate any of the powers which are conferred on them under these Articles:

- (a) to such person (including a Chief Executive) or committee;
- (b) by such means (including by power of attorney);
- (c) to such extent;
- (d) in relation to such matters; and
- (e) on such terms and subject to such conditions

as they on each occasion think fit provided that the Trustees shall exercise reasonable supervision over such delegates.

14.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated. The Trustees may revoke or vary any delegation in whole or part.

- 14.3 The Trustees may establish a committee or committees comprising such persons as they shall think fit. The proceedings and powers of committees established by the Trustees shall be governed by such rules as the Trustees may from time to time prescribe. Unless the rules prescribed by the Trustees provide otherwise, Articles 7.9 and 13 shall apply to committee members as if the references to Trustees and Trustees' meetings were to committee members and committee meetings. All proceedings of committees must be reported promptly to the Trustees.

15. **The Nominations Committee**

- 15.1 There shall be a Nominations Committee constituted on terms of reference determined by the Trustees which shall provide support and advice to the Trustees with a view to ensuring:
- (a) open and democratic elections of the President, Chair, Treasurer, the Elected Trustees and any elected members of the Members' Assembly;
 - (b) a balance of skills and competencies on the Board and committees and the development of such skills and competencies;
 - (c) adequate succession planning and Board development.

16. **The Council**

- 16.1 The Council shall comprise the Members of the Charity. Membership is open to any organisation interested in promoting the Objects which:
- (a) consents in writing to become a Member through an authorised representative;
 - (b) submits an application for membership in accordance with such regulations as the Trustees may prescribe from time to time under Article 10.2(e); and
 - (c) is admitted to Membership by the Trustees.
- 16.2 The Trustees may refuse an application for Membership if they consider it to be in the best interests of the Charity to do so. The Trustees must inform the applicant in writing of the reasons for the refusal. The Trustees may consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 16.3 The Charity must maintain a register of Members.

17. **Termination of Membership**

Termination of Membership

- 17.1 Membership is terminated if:
- (a) the organisation ceases to exist;
 - (b) in the case of a corporate body, an order is made or a resolution is passed for its winding up or administration or it has a receiver appointed over all or some part of its assets;
 - (c) the Member resigns by written notice to the Charity (but only if at least one Member will remain);
 - (d) any sum due from the Member to the Charity is not paid in full within twelve months of it falling due; and/or
 - (e) the Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Charity that its Membership is terminated. A resolution to remove a Member from Membership may only be passed if:

- (i) the Member has been given at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed; and
- (ii) 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.

17.2 Membership is not transferable.

18. **Duty of Members**

Each Member has a duty to exercise the powers that the Member has in that capacity in the way that the Member decides in good faith would be most likely to further the Objects.

19. **Members' reserve power**

19.1 The Members may, by Special Resolution, direct the Trustees to take, or refrain from taking, specified action.

19.2 No such Special Resolution invalidates anything that the Trustees have done before the passing of the resolution.

20. **Council Meetings**

Attendance at Council meetings

20.1 Members are entitled to Attend Council meetings in person (including by virtual means, pursuant to the definition of Attendance above), by proxy (subject to compliance with Article 23) or, in the case of a corporate member, by authorised representative.

Calling Council meetings

20.2 A Council meeting may be called by the Trustees at any time and must be called within 21 clear days of a written request from one or more Trustees or at least 10% of the Membership. Notice of such meeting to be provided in accordance with Article 20.3 and the meeting to be held on a date not more than 28 clear days after the date of the notice convening the meeting.

Notice of Council meetings

20.3 Subject to Article 20.4, Council meetings are called on at least 14 Clear Days' Written notice. The notice must:

- (a) specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting virtually;
- (b) the general nature of the business to be transacted indicating the business to be discussed and (if a Special Resolution is to be proposed) setting out the wording of the proposed Special Resolution;
- (c) contain a statement setting out the right of Members to appoint a proxy under s324 Companies Act; and
- (d) be given to all the Members, to all the Trustees and, if any, the Charity's auditors.

20.4 A Council 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, being a majority together holding not less than 90% of the total voting rights at the meetings of all the Members.

Quorum at Council meetings

No business shall be transacted at any general meeting unless a quorum is present. A quorum is forty Members present in person, by proxy or by authorised representative.

- 20.5 If a quorum is not present in person, by proxy or by authorised representative within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present in person, by proxy or by authorised representative (including where technological issues mean that one or more of those Attending virtually is no longer able to participate fully in the meeting and this reduces the number of Members who are able to communicate and vote below the quorum), the meeting shall be adjourned to such time and place as the Trustees shall determine. The Trustees must reconvene the meeting and give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present in person, by proxy or by authorised representative at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Members present in person, by proxy or by authorised representative at that time shall constitute the quorum for that meeting.

Adjournment of Council meetings

- 20.6 The Members Attending in person, by proxy or by authorised representative at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The chair of 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. If the meeting is adjourned 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. 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.

Chair at Council meetings

- 20.7 The Chair shall chair Council meetings. In the absence of the Chair or in the event of their unwillingness to act as chair, another Honorary Officer shall chair the meeting. In the event that all the Honorary Officers are unwilling or unable to chair the meeting, the Trustees shall select one of their number to chair the meeting.

Business at Council meetings

- 20.8 The Charity shall hold at least one Council meeting in each year as its AGM at such time and place as the Trustees appoint and shall specify the meeting as such in the notices calling it. No more than fifteen months shall elapse between the date of one AGM and the next.
- 20.9 The AGM is held for the following purposes:
- (a) to receive a written report on the Charity's activities and the accounts of the Charity for the previous Financial Year; and
 - (b) to appoint auditors for the Charity, if required;
 - (c) to elect the Chair, Treasurer and Elected Trustees to fill any vacancies arising;
 - (d) subject to Article 10.2(b), to confer on any individual (with their consent) any honorary title in respect of the Charity;
 - (e) to elect the President, if applicable; and
 - (f) to transact such other business as may be brought before it.

21. Voting at Council meetings

- 21.1 Except where otherwise provided by the Articles or the Companies Act, every issue before a Council meeting is decided by Ordinary Resolution.
- 21.2 On a Show of Hands, every Member Attending in person shall have one vote on each issue. On a poll, every Member Attending in person or by proxy shall have one vote for each vote exercisable by that Member. Any vote of a meeting shall be decided on a Show of Hands unless before, or on the declaration of, the result of the Show of Hands, a poll is demanded by:
- (a) the chair of the meeting;
 - (b) at least five Members having the right to vote at the meeting and Attending in person or by proxy; or
 - (c) by one or more Members representing not less than one-tenth of the total voting rights of all the Members.
- 21.3 Notwithstanding Article 21.2 no member shall be entitled to vote at any general meeting unless all moneys then payable by that member to the Charity have been paid.
- 21.4 Unless a poll is duly demanded, a declaration by the chair of the meeting of the result of a vote shall be conclusive evidence of the fact. The result of the vote must be recorded in the minutes of the Charity but it is not necessary to record the number or proportion of the votes cast.
- 21.5 A poll must be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chair of the meeting directs not being more than 30 days after the poll is demanded. If the poll is not taken immediately, at least seven clear days' notice must be given specifying the time, date and place at which the poll is to be taken.
- 21.6 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a Show of Hands declared before the demand for the poll was made.
- 21.7 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.

22. Corporate representatives

- 22.1 Any organisation that is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any Council Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation that they represent as that organisation could exercise if it were an individual Member.
- 22.2 A vote given, or poll demanded by proxy, or by the duly authorised representative of an organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

23. Appointment of proxies

- 23.1 A proxy can only be appointed by a Proxy Notice. The proxy is bound by the duty in Article 18.
- 23.2 A person who is entitled to Attend, speak or vote (either on a show of hands or on a poll) at a Council 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 Charity by or on behalf of that person.
- 23.3 An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 23.4 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.

24. Members' written resolutions

- 24.1 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an Ordinary or a Special Resolution) is as valid as an equivalent resolution passed at a Council Meeting. For this purpose the written resolution may be set out in more than one document.

25. Members' Assembly

There shall be a Members' Assembly of the representatives of Members (together with up to 10 additional people) which shall be constituted in such form, with such functions, and subject to such procedural arrangements as may be specified in regulations made by the Trustees under Article 10.2(e), but no regulations shall appropriate to the Assembly any powers or duties of the Board. Meetings of the Members' Assembly shall not constitute general meetings of the Council and may not pass Ordinary or Special Resolutions.

26. The President

- 26.1 The President shall be elected by the members for a non-renewable term of 5 years and may be removed by simple majority resolution of the members.
- 26.2 The President shall not be a Trustee and shall have such functions as the Trustees may prescribe from time to time in regulations made in accordance with Article 10.2(e).

27. Irregularities in decision making

- 27.1 Subject to Companies Act, the proceedings at any meeting, the passing of a written resolution or the making of any decision shall not be invalidated by reason of:
- (a) any accidental informality, irregularity or omission, including where a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity or where there is a technical default in service of any notice of which the Trustees are unaware at the time;
 - (b) any want of qualification in any of the Members present or voting, including any defect in the admission of a Member; or
 - (c) any business being considered which is not specified in the notice.
- 27.2 Subject to Article 27.3, all acts done by a meeting of Trustees or by a committee or by a person acting as Trustee shall be valid notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any Trustee or member of a committee, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote.

- 27.3 Article 27.2 does not permit a Trustee or Connected Person to keep any benefit that may be conferred on them by a resolution of the Trustees or a committee of the Trustees if, but for Article 27.2, the resolution would have been void.

28. **Records and accounts**

- 28.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to Companies House and the Commission of information required by law including:

- (a) annual returns and confirmation statements; and
- (b) annual reports and accounts.

- 28.2 The Trustees must also keep records of all:

- (a) proceedings at Council Meetings;
- (b) meetings of the Trustees and committees of the Trustees including:
 - (i) the names of those present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate, the reasons for the decisions;
- (c) resolutions in Writing; and
- (d) reports of committees.

- 28.3 A copy of the Articles and latest accounts must be supplied on request to any Trustee. Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

- 28.4 Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

29. **Communications**

- 29.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served:

- (a) by hand;
- (b) by post;
- (c) by suitable Electronic Means.

- 29.2 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by Electronic Means or delivered by hand to the relevant address;
- (b) two clear days after being sent by first class post to that address;
- (c) three clear days after being sent by second class or overseas post to that address;
- (d) immediately on being handed to the recipient personally; or, if earlier,
- (e) as soon as the recipient acknowledges actual receipt.

30. **Limited liability**

The liability of Members is limited to the guarantee in Article 31.

31. **Guarantee**

Every Member promises, if the Charity is wound up while they remain a Member or within one Year after they cease to be a member, to pay up to £1 towards:

- (a) payment of those debts and liabilities of the Charity incurred before they ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) the adjustment of rights of contributories among themselves.

32. **Dissolution**

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by these Articles, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.