

**OXFAM**

**Company Number 612172**  
**Charity Number (England & Wales) 202918**  
**Charity Number SCO 39042**

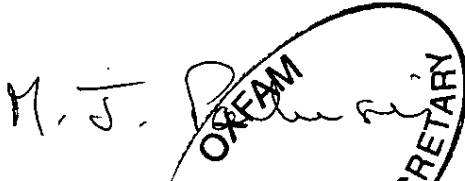
**SPECIAL RESOLUTION**

At the Annual General Meeting of the Members of the above Company, held on 4 December 2009, the following Special Resolution was unanimously passed:

"It is resolved that:

the Memorandum and Articles of Association attached to this Resolution marked "A" are approved and adopted as the Memorandum and Articles of Association of Oxfam in substitution for, and to the exclusion of, the current Memorandum and Articles of Association of Oxfam."

I certify that the above is a true copy of the Special Resolution.

  
Michael John Parkinson  
Assistant Company Secretary  
4<sup>th</sup> December 2009



**Oxfam works with others to overcome poverty and suffering**



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Company No. 612172

The Companies Acts, 1985 to 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

OXFAM

Reprinted as at \_\_\_\_\_  
Amended by Special Resolution on \_\_\_\_\_ 2009

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Draft Revised constitution  
September 2009

## The Companies Act 1985 to 2006

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



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COMPANIES HOUSE

## Memorandum of Association

of

OXFAM

(Amended by Special Resolution passed on 24 April 2009 and *[insert date of resolution]*)

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

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

JOHN LORD, 54 Sunderland Avenue, Oxford (retired bank official)

HUGH ALEXANDER ROBERTSON, 17 Moreton Road, Oxford (physician)

HENRY ROBERTS MOXLEY, 301 Woodstock Road, Oxford (chairman of the Oxford  
Com. for F.R. - retired Congregational Minister)

BARBARA MARY FRANKS, Hill Top, Headington Road, Oxford (Justice of the Peace)

MICHAEL HOTHAM ROWNTREE, 23 Upland Park Road, Oxford (Company Director)

LEO LIEPMAN, 3 Rawlinson Road, Oxford (Lecturer)

ROBIN HARRY LANGDON-DAVIES, 3 Carey Close, Oxford (Chartered Accountant)

MAURICE BOWRA, Head of College, Wadham College, Oxford

KATHLEEN MARIE COMPTON-FORD, 154 Walton Street, Oxford (Nursing Sister)

FLORENCE KATHLEEN LOWER, 7 Ramsay Road, Headington, Oxford  
(Alderman, Oxford City Council)

LAWRENCE EARNSHAW, 2 Mere Road, Upper Wolvercote, Oxford (Insurance Agent)

LESLIE FRANK BRADBURN, 2 Magpie Lane, Oxford (Bank Manager, Oxford)

JOHN PARKER WELLS, 24 Harbord Road, Oxford (City Librarian, Oxford)

THEODORE RICHARD MILFORD, The Master's House, Temple, London EC4  
(Master of the Temple)RANULPH MONTAGUE ASTBURY, 10 Bishops Avenue, Bromley, Kent  
(Salvation Army Officer (Commissioner))Revised constitution  
September 2009

LILY EDITH HINXMAN, 33 Devonshire Road, Salisbury (Retired Teacher and Company Director)

MARGARET ANN BACKHOUSE, 135 Makepeace Mansions, London N6 (Spinster)

C. JACKSON COLE, Normanhurst, St. Leonards, Sussex (Company Director)

ROGER J. HOLMAN, 10 High Street, Tunbridge Wells, (Cutler)

LEONARD ANGERSON, 1 Kenmare Road, Bristol 4, D.R.S., B.R.

PHILIPPA RUTH FOOT, 16 Park Town, Oxford (Fellow and Tutor, Somerville College)

GEORGE FREDERICK JAMES TEMPLE, Summertown House, Oxford (Sedleian Professor)

ALBERT EDGAR HOLBROOK, B.A. 38 Dewsland Park Road, Newport, Mon (Ex-teacher)

HOWARD SPENCER MURPHY, 32 Davenant Road, Oxford (Solicitor)

ROY STUART LEE, 3 Holywell, Oxford (Minister of Religion)

Dated this 11th day of September, 1958.

Witness to the above signatures -

HOWARD LESLIE KIRKLEY  
Chartered Secretary

The Companies Act 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
OXFAM

(Amended by Special Resolution passed on *[insert date of resolution]*)

**NAME**

- 1 The name of the Company (hereinafter called "The Charity" or "The Association") is "Oxfam".

**REGISTERED OFFICE**

2. The registered office of Oxfam will be in England.

**OBJECTS**

- 3.1 The objects for which Oxfam is established (the "Objects") for the public benefit are -

- 3.1.1 To prevent and relieve poverty and to protect the vulnerable, including through humanitarian intervention;
- 3.1.2 To advance sustainable development;
- 3.1.3 To promote human rights and equality and diversity, in particular where to do so contributes to the prevention and relief of poverty;

in all cases working anywhere in the world.

- 3.2 In these Objects:

- 3.2.1 "to protect the vulnerable" means to relieve the charitable needs of those individuals whose life, livelihood, security or health are at risk

- 3.2.2 "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs and will be promoted by:

- (a) the preservation, conservation and the protection of the environment and the prudent use of resources, in particular where to do so contributes to the prevention and relief of poverty;
- (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities;

- (c) the promotion of sustainable means of achieving economic growth and regeneration, in particular where to do so contributes to the prevention and relief of poverty

3.2.3 "human rights" means human rights as defined in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations, and will be promoted in particular by:

- (a) education about human rights;
- (b) international advocacy of human rights;
- (c) promoting respect for human rights; and
- (d) contributing to the sound administration of human rights law

3.2.4 equality and diversity will be promoted by :

- (a) the elimination of discrimination on the grounds of race, gender, disability , sexual orientation or religion;
- (b) advancing education and raising awareness in equality and diversity;
- (c) promoting activities to foster understanding between people from diverse backgrounds;
- (d) conducting or commissioning research on equality and diversity issues and publishing the results to the public;
- (e) cultivating a sentiment in favour of equality and diversity.

### **POWERS**

4. The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To purchase, take on lease or in exchange, hire or otherwise acquire any property and assets and any rights or privileges which the Charity may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- 4.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects (but only in accordance with the relevant restrictions imposed by the Charities Act 1993).
- 4.3 To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to its objects.
- 4.4 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 4.5 To deposit money in any lawful way and to invest the whole or any parts of it in investments anywhere and of any kind (including the purchase or improvement of freehold or leasehold property) whether or not they produce income and to change such investments freely at the Charity's sole discretion as though it were not the trustee but the beneficial owner of the money.
- 4.6 To establish, administer and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes.

- 4.7 To grant land or contribute moneys to any persons, bodies of persons, or agencies including Commonwealth or foreign governments or their representatives upon terms which will ensure that the moneys are used for the purposes of the Charity.
- 4.8 To act as an executor and trustee or sole executor and trustee of the Will or Codicil of any deceased person and to do all such acts or things as may be required of an executor and/or trustee to perform such duties.
- 4.9 To provide advice or education.
- 4.10 To publish or distribute information.
- 4.11 To co-operate with other bodies, and in particular to strengthen partner organisations supported by Oxfam.
- 4.12 To make grants or loans of money and to give guarantees.
- 4.13 To promote or carry out research.
- 4.14 To set aside funds for special purposes or as reserves against future expenditure.
- 4.15 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 4.16 Subject to clauses 31 and 32, to employ paid or unpaid agents, staff or advisers.
- 4.17 To enter into contracts to provide services to or on behalf of other bodies.
- 4.18 To establish subsidiary companies to assist or act as agents for the Charity.
- 4.19 To delegate the management of investments to a financial expert (as defined in clause 4.19), but only on the terms that:
  - 4.19.1 the investment policy is recorded in writing for the financial expert by the Trustees.
  - 4.19.2 every transaction is reported promptly to the Trustees.
  - 4.19.3 the performance of the investments is reviewed regularly with the Trustees.
  - 4.19.4 the Trustees are entitled to cancel the delegation arrangement at any time.
  - 4.19.5 the investment policy and the delegation arrangement are reviewed at least once a year.
  - 4.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt.
  - 4.19.7 the financial expert must not do anything outside the powers of the Trustees. A financial expert is an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.
- 4.20 To carry out work for the protection of minorities.
- 4.21 To carry out campaigning and advocacy.

- 4.22 To do anything else within the law which promotes or helps to promote the Objects.

### **MEMBERS OF THE ASSOCIATION**

- 5 The number of members shall be no less than twenty five and no more than thirty-two, except that when a Chair – Designate is appointed in accordance with Article 29.3 there may be thirty three members
- 6 Subject to the provisions of Article 7 such other persons as the Council shall appoint to membership shall be members of the Association, but such appointment shall terminate unless the Association ratifies it at its next Annual General Meeting ("AGM").
- 7 Subject to Article 8, a member is normally appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified. On the expiration of the term, a member is eligible for re-appointment for one further term expiring at the third AGM after the reappointment. Thereafter, and subject to Article 8, a further year (or period between one AGM and the next if shorter) must normally elapse before he or she is eligible for reappointment as a member. During that period the member shall be an "Ineligible Person". A member may be appointed or reappointed for a shorter term, and if so, then the period when such person is an Ineligible Person shall commence from the end of his/her second term.
- 8 In the event that a member is appointed to be a trustee, he or she will remain a member until his or her appointment as a trustee terminates.
- 9 Membership is terminated if the member concerned:
- 9.1 gives written notice of resignation to the Charity
- 9.2 dies
- 9.3 is removed from membership by resolution of a General Meeting or of the Council. Such a resolution shall not be passed unless the Member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Members.

### **GENERAL MEETINGS**

- 10 Members are entitled to attend general meetings personally. Subject to Article 17, General meetings are called on at least clear 21 days written notice specifying the business to be discussed. The accidental omission to give notice of a meeting to, or the non-receipt by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings held, at any meeting.
- 11 There is a quorum at a general meeting if the number of members present either in person or by proxy is at least half of the total number of members.
- 12 The Chair or Vice-Chair or (if the Chair and Vice-Chair are unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 13 Except for the chair of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 14 A written resolution signed by the required majority in accordance with the Act is as valid as a resolution passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature). A written resolution lapses if the required majority is not achieved within 28 days from the date it was circulated as required by the Act. A member's agreement to a written resolution, once signified, cannot be revoked.



- 15 The Charity must hold an AGM in every year, which all members are entitled to attend. At an AGM the members:
- 15.1 receive the accounts of the Charity for the previous financial year.
  - 15.2 receive the Trustees' report on the Charity's activities since the previous AGM.
  - 15.3 accept the retirement of those Trustees who wish to retire or who are retiring in accordance with these Articles.
  - 15.4 elect persons to be Trustees to fill the vacancies arising.
  - 15.5 appoint or ratify the appointment of members of the Association.
  - 15.6 appoint auditors for the Charity.
  - 15.7 deal with any other business put before them.
- 16 Any general meeting which is not an AGM is an EGM.
- 17 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten percent of the members. An EGM may be called by shorter notice if agreed by 90% of the members.

### **COUNCIL OF TRUSTEES**

- 18 Until otherwise determined by a General Meeting, the number of members of the Council shall be not less than ten and not more than twelve, except that where a Chair-Designate is appointed in accordance with Article 29.3 there may be thirteen members of Council.
- 19 No person who is not a member of the Association shall be eligible to hold office as a member of the Council.
- 20 The Trustees as charity trustees have control of the Charity and its property and funds.

### **PROCEEDINGS OF TRUSTEES**

- 21 The Trustees must hold at least four meetings each year. A quorum at a meeting of the Trustees is six Trustees.
- 22 A meeting of the Trustees may be held either in person or by telephone or other suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 23 The Chair or the Vice Chair or (if the Chair and Vice Chair are unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 24 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution agreed by a simple majority of Trustees is as valid as a resolution passed at a meeting provided that the number of Trustees agreeing the written resolution is at least six Trustees, being the quorum for a meeting of Trustees (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 25 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 26 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### **POWERS OF TRUSTEES**

- 27 The Trustees have the following powers in the administration of the Charity:

Revised constitution  
September 2009

- 27.1 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee
- 27.2 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 27.3 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 27.4 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 27.5 to exercise any powers of the Charity which are not reserved to a general meeting
- 27.6 to confer for a period of up to ten years on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity or other honorific titles.
  
- 28 In these Articles an "AGM year" shall mean the period commencing with the closing of the AGM in any relevant year and ending with the commencement of the AGM next thereafter following.
  
- 29.1 The Council from time to time shall elect a Chair from amongst its number who shall be entitled to preside at all meetings of the Council at which he/she shall be present, and the Council may determine for what period the Chair is to hold office as such, subject to a maximum of the period until the next AGM and the five subsequent AGM years.
- 29.2 The Council shall elect from amongst its number an Honorary Treasurer and such other honorary Officers as it may agree from time to time, each such election to be for such period as the Council shall decide, subject to a maximum of the period until the next AGM and the three subsequent AGM years. The Council may in its absolute discretion reappoint the Honorary Treasurer for one further period as it shall decide up to a maximum of three AGM years.
- 29.3 The Council may from time to time elect a Chair Designate between AGMs for the period until the next AGM and for the one AGM year following, or at an AGM for one AGM year.
- 29.4 Council may appoint a Vice-Chair from amongst its members, and the Council may determine for what period the Vice-Chair is to hold office as such, up to a maximum of the period until the next AGM and the three subsequent years. The Council may in its absolute discretion reappoint the Vice-Chair for one further period as it shall decide up to a maximum of three AGM years. The Vice-Chair shall be entitled to preside at all meetings of the Council at which the Chair is not present, and still have the powers of the Chair at such meeting(s).
  
- 30 The members for the time being of the Council may act notwithstanding any vacancy in their body; but if the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council 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.

#### **PROTECTION OF ASSETS**

- 31.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Association but
  - 31.1.1 persons who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied.
  - 31.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity.
  - 31.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.
- 31.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
  - 31.2.1 as mentioned in articles 4.15, 31.1.2, 31.1.3 or 31.3.
  - 31.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel actually incurred in running the Charity).

- 31.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings).
- 31.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding.
- 31.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 31.3 Any Trustee (or any connected person or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
  - 31.3.1 the goods or services are actually required by the Charity.
  - 31.3.2 the nature and level of the remuneration are 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 32.
  - 31.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.

### **CONFLICTS OF INTEREST**

- 32.1 If a Trustee, or a connected person in relation to a Trustee, is in any way directly or indirectly interested in a proposed transaction or arrangement with the Charity the interested Trustee must declare the nature and extent of that interest to the other Trustees at a meeting of the Trustees before the Charity enters into the transaction or arrangement.
- 32.2 Article 32.1 does not apply to
  - 32.2.1 an interest of which the Trustee is not aware or could not reasonably be expected to be aware, or where the Trustee is not aware of the transaction or arrangement in question;
  - 32.2.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 32.2.3 to the extent the Trustees are already aware of it.
- 32.3 A Trustee of the Charity must avoid a conflict of interest in relation to the Charity that is not authorised by the Trustees under this clause or does not relate to a transaction or arrangement that is authorised by any other provision of this memorandum and articles or by the Charity Commission.
- 32.4 The Trustees of the Charity may authorise a conflict of interest of a Trustee (an "interested Trustee") that is not authorised by any other provision of this memorandum and articles at a meeting of the Trustees where the following conditions apply:
  - 32.4.1 The interested Trustee has declared her or his interest at or before the meeting before discussion begins on the matter;
  - 32.4.2 The interested Trustee is absent from the meeting for that item, unless expressly invited to remain in order to provide information;
  - 32.4.3 The interested Trustee is not counted in the quorum for that part of the meeting
  - 32.4.4 The Trustees other than the interested Trustee and any other interested Trustee consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
  - 32.4.5 The interested Trustee and any other interested Trustee is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.
- 32.5 The powers granted to trustees at 32.4 above to authorise a conflict of interests cannot be used to authorise a benefit not permitted under clause 31 "Protection of Assets".

### **SECRETARY**

- 33 The Council may from time to time by resolution appoint a Secretary, and assistant or deputy Secretaries, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **THE SEAL**

- 34 The Seal shall only be used by such persons as are authorised by the Council from time to time in that behalf. A document signed, with the authority of a resolution of the Council, in accordance with Section 44 (2) of the Companies Act 2006 and expressed (in whatever form of words) to be executed by the Charity has the same effect as if executed under the seal.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 35 A Trustee's term of office automatically terminates if he or she:
- 35.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 35.2 is mentally incapable of managing his or her own affairs
  - 35.3 is absent from three consecutive meetings of the Trustees, and the Council determines to remove him or her
  - 35.4 ceases to be a member
  - 35.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
  - 34.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

## **APPOINTMENT AND RETIREMENT OF MEMBERS OF COUNCIL**

- 35 The Trustees may at any time co-opt any person to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM. The Trustees shall also appoint such person as a member of Association, subject to Article 6.
- 36 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 37 A Trustee is appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified, subject to Article 38. On the expiration of that term, a Trustee is eligible for re-appointment for one further term, the length of which shall be fixed by the Association at the time of re-appointment, or extended subsequently, but which may not extend beyond the fifth AGM after re-appointment. Subject to Article 38, on the expiration of two consecutive terms, or on the earlier termination of the Trustee's appointment, the period between two consecutive AGMs must normally elapse before he or she is eligible for further appointment.
- 38 In the event that a Trustee is appointed to be Chair or Treasurer or Vice-Chair, he or she will remain as a Trustee after the expiration of two consecutive terms as a Trustee until he or she ceases to hold such office, after which the period between two consecutive AGMs must elapse before he or she is eligible for reappointment as a Trustee. If a Trustee is appointed as Chair Designate, he or she will remain a Trustee until he or she ceases to hold such office, and thereafter may remain a Trustee if appointed to be Chair until he or she ceases to hold the office of Chair.
- 39 The Association may, at the meeting at which any member of the Council retires from or ceases to be a member of the Council, fill up the vacated office by electing a member of the Association (other than an Ineligible Person) thereto.

## **ACCOUNTS**

- 40.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of England and Wales of:
- 40.2 annual reports
- 40.3 annual returns
- 40.4 annual statements of account

### **NOTICES**

- 41.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.
- 41.2 The Charity may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.
- 41.3 A person present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 41.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.
- 41.5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### **MEMBERS' LIABILITY**

- 42 The liability of the members is limited.

### **DISSOLUTION**

- 43 Every member promises if the Charity is dissolved while he or she remains a member or within one year afterwards to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.
- 44 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Charity having objects similar to the objects of the Charity, such Charity to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object which is recognised as a charitable object under the laws of England and Wales and under the laws of Scotland.

### **EXCLUSION OF TABLE C**

- 45 Table C does not apply to the Charity.

### **INTERPRETATION & DEFINITIONS**

- 46.1 In the these Articles:

"The Act" means the Companies Act 1985 and the Companies Act 2006 and any amendments to or any re-enactment of those Acts for the time being in force

"AGM" means an annual general meeting of the Charity

"These Articles" means these articles of association

"Association" means the above limited liability company, Oxfam.

"Chair" means the chair of the Trustees

"the Charity" means the company governed by these Articles, Oxfam

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"conflict of interest" means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Charity. A conflict of interest includes a conflict of interest and duty or loyalty and a conflict of duties and loyalties.

"connected person" means a member of a director's family as defined in Section 73B (5) Charities Act 1993

"Council" means the Council of Trustees for the time being of the Association

"EGM" means an extraordinary general meeting of the Charity

"electronic communications " has the meaning ascribed to it in the Electronic Communications Act 2000

"electronic signature" has the meaning ascribed to it in the Electronic Communications Act 2000

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in Article 3 of the Articles

"Secretary" means the Secretary of the Charity

"Seal" means the Common Seal of the Association

"signed" includes signing by way of electronic signature

"Table C" means Table C in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended

"Trustees" shall have the same meaning as "director(s)" in the Act

"in writing" means written, printed or transmitted writing including by electronic communication

47 Expressions defined in the Act have the same meaning.

48 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

49 Headings to any Article are for guidance only and shall not form part of the Article itself.

Company No. 612172

The Companies Acts, 1985 to 2006

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

OXFAM

I certify that this is a true copy of the Memorandum and Articles of Oxfam as amended by  
Special Resolution on 30 September 2005, November 23 2007, 24 April 2009 and 4 December 2009



Michael John Parkinson  
Assistant Company Secretary

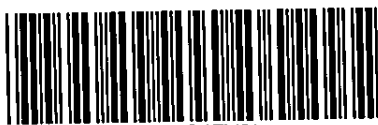


Revised constitution  
December 2009

## The Companies Act 1985 to 2006

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THURSDAY



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COMPANIES HOUSE

## Memorandum of Association

of

OXFAM

(Amended by Special Resolution passed on 24 April 2009 and 4<sup>th</sup> December 2009)

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

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

JOHN LORD, 54 Sunderland Avenue, Oxford (retired bank official)  
 HUGH ALEXANDER ROBERTSON, 17 Moreton Road, Oxford (physician)  
 HENRY ROBERTS MOXLEY, 301 Woodstock Road, Oxford (chairman of the Oxford  
 Com. for F.R. - retired Congregational Minister)  
 BARBARA MARY FRANKS, Hill Top, Headington Road, Oxford (Justice of the Peace)  
 MICHAEL HOTHAM ROWNTREE, 23 Upland Park Road, Oxford (Company Director)  
 LEO LIEPMAN, 3 Rawlinson Road, Oxford (Lecturer)  
 ROBIN HARRY LANGDON-DAVIES, 3 Carey Close, Oxford (Chartered Accountant)  
 MAURICE BOWRA, Head of College, Wadham College, Oxford  
 KATHLEEN MARIE COMPTON-FORD, 154 Walton Street, Oxford (Nursing Sister)  
 FLORENCE KATHLEEN LOWER, 7 Ramsay Road, Headington, Oxford  
 (Alderman, Oxford City Council)  
 LAWRENCE EARNSHAW, 2 Mere Road, Upper Wolvercote, Oxford (Insurance Agent)  
 LESLIE FRANK BRADBURN, 2 Magpie Lane, Oxford (Bank Manager, Oxford)  
 JOHN PARKER WELLS, 24 Harbord Road, Oxford (City Librarian, Oxford)  
 THEODORE RICHARD MILFORD, The Master's House, Temple, London EC4  
 (Master of the Temple)  
 RANULPH MONTAGUE ASTBURY, 10 Bishops Avenue, Bromley, Kent  
 (Salvation Army Officer (Commissioner))

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LILY EDITH HINXMAN, 33 Devonshire Road, Salisbury (Retired Teacher and Company Director)

MARGARET ANN BACKHOUSE, 135 Makepeace Mansions, London N6 (Spinster)

C. JACKSON COLE, Normanhurst, St. Leonards, Sussex (Company Director)

ROGER J. HOLMAN, 10 High Street, Tunbridge Wells, (Cutler)

LEONARD ANGERSON, 1 Kenmare Road, Bristol 4, D.R.S., B.R.

PHILIPPA RUTH FOOT, 16 Park Town, Oxford (Fellow and Tutor, Somerville College)

GEORGE FREDERICK JAMES TEMPLE, Summertown House, Oxford (Sedleian Professor)

ALBERT EDGAR HOLBROOK, B.A. 38 Dewsland Park Road, Newport, Mon (Ex-teacher)

HOWARD SPENCER MURPHY, 32 Davenant Road, Oxford (Solicitor)

ROY STUART LEE, 3 Holywell, Oxford (Minister of Religion)

Dated this 11th day of September, 1958.

Witness to the above signatures -

HOWARD LESLIE KIRKLEY  
Chartered Secretary

The Companies Act 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

OXFAM

(Amended by Special Resolution passed on 4<sup>th</sup> December 2009)

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**NAME**

- 1 The name of the Company (hereinafter called "The Charity" or "The Association") is "Oxfam".

**REGISTERED OFFICE**

2. The registered office of Oxfam will be in England.

**OBJECTS**

- 3.1 The objects for which Oxfam is established (the "Objects") for the public benefit are -
- 3.1.1 To prevent and relieve poverty and to protect the vulnerable, including through humanitarian intervention;
  - 3.1.2 To advance sustainable development;
  - 3.1.3 To promote human rights and equality and diversity, in particular where to do so contributes to the prevention and relief of poverty;
- in all cases working anywhere in the world.
- 3.2 In these Objects:
- 3.2.1 "to protect the vulnerable" means to relieve the charitable needs of those individuals whose life, livelihood, security or health are at risk
  - 3.2.2 "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs and will be promoted by:
    - (a) the preservation, conservation and the protection of the environment and the prudent use of resources, in particular where to do so contributes to the prevention and relief of poverty;
    - (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities;

- (c) the promotion of sustainable means of achieving economic growth and regeneration, in particular where to do so contributes to the prevention and relief of poverty

3.2.3 "human rights" means human rights as defined in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations, and will be promoted in particular by:

- (a) education about human rights;
- (b) international advocacy of human rights;
- (c) promoting respect for human rights; and
- (d) contributing to the sound administration of human rights law

3.2.4 equality and diversity will be promoted by :

- (a) the elimination of discrimination on the grounds of race, gender, disability , sexual orientation or religion;
- (b) advancing education and raising awareness in equality and diversity;
- (c) promoting activities to foster understanding between people from diverse backgrounds;
- (d) conducting or commissioning research on equality and diversity issues and publishing the results to the public;
- (e) cultivating a sentiment in favour of equality and diversity.

### **POWERS**

4. The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To purchase, take on lease or in exchange, hire or otherwise acquire any property and assets and any rights or privileges which the Charity may think necessary or convenient for the promotion of its charitable objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Charity.
- 4.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought expedient with a view to the promotion of its objects (but only in accordance with the relevant restrictions imposed by the Charities Act 1993).
- 4.3 To undertake and execute any charitable trusts which may lawfully be undertaken by the Charity and may be conducive to its objects.
- 4.4 To borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit.
- 4.5 To deposit money in any lawful way and to invest the whole or any parts of it in investments anywhere and of any kind (including the purchase or improvement of freehold or leasehold property) whether or not they produce income and to change such investments freely at the Charity's sole discretion as though it were not the trustee but the beneficial owner of the money.
- 4.6 To establish, administer and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes.

- 4.7 To grant land or contribute moneys to any persons, bodies of persons, or agencies including Commonwealth or foreign governments or their representatives upon terms which will ensure that the moneys are used for the purposes of the Charity.
- 4.8 To act as an executor and trustee or sole executor and trustee of the Will or Codicil of any deceased person and to do all such acts or things as may be required of an executor and/or trustee to perform such duties.
- 4.9 To provide advice or education.
- 4.10 To publish or distribute information.
- 4.11 To co-operate with other bodies, and in particular to strengthen partner organisations supported by Oxfam.
- 4.12 To make grants or loans of money and to give guarantees.
- 4.13 To promote or carry out research.
- 4.14 To set aside funds for special purposes or as reserves against future expenditure.
- 4.15 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 4.16 Subject to clauses 31 and 32, to employ paid or unpaid agents, staff or advisers.
- 4.17 To enter into contracts to provide services to or on behalf of other bodies.
- 4.18 To establish subsidiary companies to assist or act as agents for the Charity.
- 4.19 To delegate the management of investments to a financial expert (as defined in clause 4.19), but only on the terms that:
  - 4.19.1 the investment policy is recorded in writing for the financial expert by the Trustees.
  - 4.19.2 every transaction is reported promptly to the Trustees.
  - 4.19.3 the performance of the investments is reviewed regularly with the Trustees.
  - 4.19.4 the Trustees are entitled to cancel the delegation arrangement at any time.
  - 4.19.5 the investment policy and the delegation arrangement are reviewed at least once a year.
  - 4.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt.
  - 4.19.7 the financial expert must not do anything outside the powers of the Trustees. A financial expert is an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.
- 4.20 To carry out work for the protection of minorities.
- 4.21 To carry out campaigning and advocacy.

- 4.22 To do anything else within the law which promotes or helps to promote the Objects.

### **MEMBERS OF THE ASSOCIATION**

- 5 The number of members shall be no less than twenty five and no more than thirty-two, except that when a Chair – Designate is appointed in accordance with Article 29.3 there may be thirty three members
- 6 Subject to the provisions of Article 7 such other persons as the Council shall appoint to membership shall be members of the Association, but such appointment shall terminate unless the Association ratifies it at its next Annual General Meeting ("AGM").
- 7 Subject to Article 8, a member is normally appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified. On the expiration of the term, a member is eligible for re-appointment for one further term expiring at the third AGM after the reappointment. Thereafter, and subject to Article 8, a further year (or period between one AGM and the next if shorter) must normally elapse before he or she is eligible for reappointment as a member. During that period the member shall be an "Ineligible Person". A member may be appointed or reappointed for a shorter term, and if so, then the period when such person is an Ineligible Person shall commence from the end of his/her second term.
- 8 In the event that a member is appointed to be a trustee, he or she will remain a member until his or her appointment as a trustee terminates.
- 9 Membership is terminated if the member concerned:
- 9.1 gives written notice of resignation to the Charity
- 9.2 dies
- 9.3 is removed from membership by resolution of a General Meeting or of the Council. Such a resolution shall not be passed unless the Member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Members.

### **GENERAL MEETINGS**

- 10 Members are entitled to attend general meetings personally. Subject to Article 17, General meetings are called on at least clear 21 days written notice specifying the business to be discussed. The accidental omission to give notice of a meeting to, or the non-receipt by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings held, at any meeting.
- 11 There is a quorum at a general meeting if the number of members present either in person or by proxy is at least half of the total number of members.
- 12 The Chair or Vice-Chair or (if the Chair and Vice-Chair are unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 13 Except for the chair of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 14 A written resolution signed by the required majority in accordance with the Act is as valid as a resolution passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature). A written resolution lapses if the required majority is not achieved within 28 days from the date it was circulated as required by the Act. A member's agreement to a written resolution, once signified, cannot be revoked.

- 15 The Charity must hold an AGM in every year, which all members are entitled to attend. At an AGM the members:
  - 15.1 receive the accounts of the Charity for the previous financial year.
  - 15.2 receive the Trustees' report on the Charity's activities since the previous AGM.
  - 15.3 accept the retirement of those Trustees who wish to retire or who are retiring in accordance with these Articles.
  - 15.4 elect persons to be Trustees to fill the vacancies arising.
  - 15.5 appoint or ratify the appointment of members of the Association.
  - 15.6 appoint auditors for the Charity.
  - 15.7 deal with any other business put before them.
- 16 Any general meeting which is not an AGM is an EGM.
- 17 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten percent of the members. An EGM may be called by shorter notice if agreed by 90% of the members.

### **COUNCIL OF TRUSTEES**

- 18 Until otherwise determined by a General Meeting, the number of members of the Council shall be not less than ten and not more than twelve, except that where a Chair-Designate is appointed in accordance with Article 29.3 there may be thirteen members of Council.
- 19 No person who is not a member of the Association shall be eligible to hold office as a member of the Council.
- 20 The Trustees as charity trustees have control of the Charity and its property and funds.

### **PROCEEDINGS OF TRUSTEES**

- 21 The Trustees must hold at least four meetings each year. A quorum at a meeting of the Trustees is six Trustees.
- 22 A meeting of the Trustees may be held either in person or by telephone or other suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 23 The Chair or the Vice Chair or (if the Chair and Vice Chair are unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 24 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution agreed by a simple majority of Trustees is as valid as a resolution passed at a meeting provided that the number of Trustees agreeing the written resolution is at least six Trustees, being the quorum for a meeting of Trustees (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 25 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 26 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### **POWERS OF TRUSTEES**

- 27 The Trustees have the following powers in the administration of the Charity:

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- 27.1 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee)
- 27.2 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 27.3 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 27.4 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 27.5 to exercise any powers of the Charity which are not reserved to a general meeting
- 27.6 to confer for a period of up to ten years on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity or other honorific titles.
  
- 28 In these Articles an "AGM year" shall mean the period commencing with the closing of the AGM in any relevant year and ending with the commencement of the AGM next thereafter following.
  
- 29.1 The Council from time to time shall elect a Chair from amongst its number who shall be entitled to preside at all meetings of the Council at which he/she shall be present, and the Council may determine for what period the Chair is to hold office as such, subject to a maximum of the period until the next AGM and the five subsequent AGM years.
- 29.2 The Council shall elect from amongst its number an Honorary Treasurer and such other honorary Officers as it may agree from time to time, each such election to be for such period as the Council shall decide, subject to a maximum of the period until the next AGM and the three subsequent AGM years. The Council may in its absolute discretion reappoint the Honorary Treasurer for one further period as it shall decide up to a maximum of three AGM years.
- 29.3 The Council may from time to time elect a Chair Designate between AGMs for the period until the next AGM and for the one AGM year following, or at an AGM for one AGM year.
- 29.4 Council may appoint a Vice-Chair from amongst its members, and the Council may determine for what period the Vice-Chair is to hold office as such, up to a maximum of the period until the next AGM and the three subsequent years. The Council may in its absolute discretion reappoint the Vice-Chair for one further period as it shall decide up to a maximum of three AGM years. The Vice-Chair shall be entitled to preside at all meetings of the Council at which the Chair is not present, and still have the powers of the Chair at such meeting(s).
  
- 30 The members for the time being of the Council may act notwithstanding any vacancy in their body; but if the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council 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.

#### **PROTECTION OF ASSETS**

- 31.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Association but
  - 31.1.1 persons who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied.
  - 31.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity.
  - 31.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.
- 31.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
  - 31.2.1 as mentioned in articles 4.15, 31.1.2, 31.1.3 or 31.3.
  - 31.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel actually incurred in running the Charity).

- 31.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings).
- 31.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding.
- 31.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 31.3 Any Trustee (or any connected person or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
  - 31.3.1 the goods or services are actually required by the Charity.
  - 31.3.2 the nature and level of the remuneration are 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 32.
  - 31.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.

### **CONFLICTS OF INTEREST**

- 32.1 If a Trustee, or a connected person in relation to a Trustee, is in any way directly or indirectly interested in a proposed transaction or arrangement with the Charity the interested Trustee must declare the nature and extent of that interest to the other Trustees at a meeting of the Trustees before the Charity enters into the transaction or arrangement.
- 32.2 Article 32.1 does not apply to
  - 32.2.1 an interest of which the Trustee is not aware or could not reasonably be expected to be aware, or where the Trustee is not aware of the transaction or arrangement in question;
  - 32.2.2 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 32.2.3 to the extent the Trustees are already aware of it.
- 32.3 A Trustee of the Charity must avoid a conflict of interest in relation to the Charity that is not authorised by the Trustees under this clause or does not relate to a transaction or arrangement that is authorised by any other provision of this memorandum and articles or by the Charity Commission.
- 32.4 The Trustees of the Charity may authorise a conflict of interest of a Trustee (an "interested Trustee") that is not authorised by any other provision of this memorandum and articles at a meeting of the Trustees where the following conditions apply:
  - 32.4.1 The interested Trustee has declared her or his interest at or before the meeting before discussion begins on the matter;
  - 32.4.2 The interested Trustee is absent from the meeting for that item, unless expressly invited to remain in order to provide information;
  - 32.4.3 The interested Trustee is not counted in the quorum for that part of the meeting
  - 32.4.4 The Trustees other than the interested Trustee and any other interested Trustee consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
  - 32.4.5 The interested Trustee and any other interested Trustee is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.
- 32.5 The powers granted to trustees at 32.4 above to authorise a conflict of interests cannot be used to authorise a benefit not permitted under clause 31 "Protection of Assets".

### **SECRETARY**

- 33 The Council may from time to time by resolution appoint a Secretary, and assistant or deputy Secretaries, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.



### **THE SEAL**

- 34 The Seal shall only be used by such persons as are authorised by the Council from time to time in that behalf. A document signed, with the authority of a resolution of the Council, in accordance with Section 44 (2) of the Companies Act 2006 and expressed (in whatever form of words) to be executed by the Charity has the same effect as if executed under the seal.

### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 35 A Trustee's term of office automatically terminates if he or she:  
 35.1 is disqualified under the Charities Act 1993 from acting as a charity trustee  
 35.2 is mentally incapable of managing his or her own affairs  
 35.3 is absent from three consecutive meetings of the Trustees, and the Council determines to remove him or her  
 35.4 ceases to be a member  
 35.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)  
 34.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

### **APPOINTMENT AND RETIREMENT OF MEMBERS OF COUNCIL**

- 35 The Trustees may at any time co-opt any person to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM. The Trustees shall also appoint such person as a member of Association, subject to Article 6.
- 36 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 37 A Trustee is appointed for a term ending at the third AGM after the AGM in which his or her appointment has been made or ratified, subject to Article 38. On the expiration of that term, a Trustee is eligible for re-appointment for one further term, the length of which shall be fixed by the Association at the time of re-appointment, or extended subsequently, but which may not extend beyond the fifth AGM after re-appointment. Subject to Article 38, on the expiration of two consecutive terms, or on the earlier termination of the Trustee's appointment, the period between two consecutive AGMs must normally elapse before he or she is eligible for further appointment.
- 38 In the event that a Trustee is appointed to be Chair or Treasurer or Vice-Chair, he or she will remain as a Trustee after the expiration of two consecutive terms as a Trustee until he or she ceases to hold such office, after which the period between two consecutive AGMs must elapse before he or she is eligible for reappointment as a Trustee. If a Trustee is appointed as Chair Designate, he or she will remain a Trustee until he or she ceases to hold such office, and thereafter may remain a Trustee if appointed to be Chair until he or she ceases to hold the office of Chair.
- 39 The Association may, at the meeting at which any member of the Council retires from or ceases to be a member of the Council, fill up the vacated office by electing a member of the Association (other than an Ineligible Person) thereto.

### **ACCOUNTS**

- 40.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of England and Wales of:
- 40.2 annual reports  
 40.3 annual returns  
 40.4 annual statements of account

### **NOTICES**

- 41.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Trustees need not be in writing.
- 41.2 The Charity may give any notice to a person either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.
- 41.3 A person present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 41.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.
- 41.5 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

### **MEMBERS' LIABILITY**

- 42 The liability of the members is limited.

### **DISSOLUTION**

- 43 Every member promises if the Charity is dissolved while he or she remains a member or within one year afterwards to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.
- 44 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Charity having objects similar to the objects of the Charity, such Charity to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object which is recognised as a charitable object under the laws of England and Wales and under the laws of Scotland.

### **EXCLUSION OF TABLE C**

- 45 Table C does not apply to the Charity.

### **INTERPRETATION & DEFINITIONS**

- 46.1 In the these Articles:

"The Act" means the Companies Act 1985 and the Companies Act 2006 and any amendments to or any re-enactment of those Acts for the time being in force

"AGM" means an annual general meeting of the Charity

"These Articles" means these articles of association

"Association" means the above limited liability company, Oxfam.

"Chair" means the chair of the Trustees

"the Charity" means the company governed by these Articles, Oxfam

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"conflict of interest" means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Charity. A conflict of interest includes a conflict of interest and duty or loyalty and a conflict of duties and loyalties.

"connected person" means a member of a director's family as defined in Section 73B (5) Charities Act 1993

"Council" means the Council of Trustees for the time being of the Association

"EGM" means an extraordinary general meeting of the Charity

"electronic communications" has the meaning ascribed to it in the Electronic Communications Act 2000

"electronic signature" has the meaning ascribed to it in the Electronic Communications Act 2000

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in Article 3 of the Articles

"Secretary" means the Secretary of the Charity

"Seal" means the Common Seal of the Association

"signed" includes signing by way of electronic signature

"Table C" means Table C in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended

"Trustees" shall have the same meaning as "director(s)" in the Act

"in writing" means written, printed or transmitted writing including by electronic communication

47 Expressions defined in the Act have the same meaning.

48 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

49 Headings to any Article are for guidance only and shall not form part of the Article itself.