

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**WYCLIFFE UK LIMITED**



**INTERPRETATION**

**1. Definitions**

1.1 In these Articles and the Memorandum of Association the following terms shall have the following meanings:

|                                                 |                                                                                                                                                                                        |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>"Act"</b>                                    | the Companies Act 2006 including any statutory modification or re-enactment for the time being in force                                                                                |
| <b>"Address"</b>                                | includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means                               |
| <b>"Articles"</b>                               | these Articles of Association of the Association                                                                                                                                       |
| <b>"Association"</b>                            | Wycliffe UK Limited                                                                                                                                                                    |
| <b>"clear days"</b>                             | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| <b>"Doctrinal Basis"</b>                        | the doctrinal basis given in clause 5 of the Memorandum                                                                                                                                |
| <b>"Document"</b>                               | includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form                        |
| <b>"Electronic Form" and "Electronic Means"</b> | have the meanings respectively given to them in s.1168 of the Companies Act 2006                                                                                                       |
| <b>"Even Year"</b>                              | is a year which ends in an even number                                                                                                                                                 |
| <b>"Hybrid Meeting"</b>                         | has the meaning given in Article 10.1                                                                                                                                                  |
| <b>"in writing"</b>                             | written, printed or transmitted writing including in Electronic Form                                                                                                                   |

|                                     |                                                                                                                                                                                         |
|-------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>"Memorandum"</b>                 | the Memorandum of Association of the Association                                                                                                                                        |
| <b>"Non-Voting Member"</b>          | a person admitted in accordance with Article 3 as a non-voting member                                                                                                                   |
| <b>"Office"</b>                     | the registered office of the Association                                                                                                                                                |
| <b>"Ordinary Resolution"</b>        | a resolution passed by a majority of the Voting Members voting on the resolution as further defined in the Act                                                                          |
| <b>"poll"</b>                       | a vote conducted in accordance with Article 14.7 and any regulations made in accordance with Article 23                                                                                 |
| <b>"Proxy Notice"</b>               | has the meaning given in Article 15.1                                                                                                                                                   |
| <b>"Proxy Notification Address"</b> | means the address outlined in Article 15.3(a)                                                                                                                                           |
| <b>"Public Holiday"</b>             | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered |
| <b>"Remote Attendance"</b>          | means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 10.2                                                              |
| <b>"Secretary"</b>                  | the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint, assistant or deputy Secretary              |
| <b>"Special Resolution"</b>         | a resolution passed by a three-fourths majority of the Voting Members voting on the resolution as further defined in the Act                                                            |
| <b>"Trustee and Trustees"</b>       | a director of the Association, and includes any person occupying the position of director, by whatever name called                                                                      |
| <b>"Voting Member"</b>              | a company law member of the Association as defined in the Act, admitted in accordance with Article 2 as a Voting Member                                                                 |

1.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Association.

1.3 Words importing the masculine gender only shall include the feminine gender.

## **MEMBERSHIP**

### **2. Voting Members**

2.1 The subscribers to the Memorandum, the Trustees and such other persons as are admitted to Voting Membership by the Trustees in accordance with the Articles (or any regulations of the Trustees from time to time) shall be Voting Members of the Association.

- 2.2 Every person who wishes to become a Voting Member shall affirm their agreement to the Doctrinal Basis and re-affirm at such intervals as the Trustees shall require.
- 2.3 The Trustees may from time to time prescribe criteria for Voting Membership in regulations.
- 2.4 The Trustees may in their absolute discretion decline to accept any person as a Voting Member and need not give reasons for so doing.
- 2.5 Voting Membership shall not be transferable.
- 2.6 A Voting Member shall cease to be a Voting Member:
  - (a) on the expiry of at least seven clear days' notice given by him or her to the Association of his or her intention to withdraw;
  - (b) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (c) if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Voting Member be expelled. Such a resolution shall not be passed unless the Voting 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 expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees;
  - (d) on failing to re-affirm his or her agreement with the Doctrinal Basis;
  - (e) if removed by the Trustees in accordance with any regulations of the Trustees from time to time. The Trustees may delegate the decision to remove a Voting Member (including to the Association's executive director); or
  - (f) on death.

### **3. Non-Voting Members**

- 3.1 The Trustees may establish such classes of Non-Voting Members with such description and with such rights as they think fit and may admit and remove Non-Voting Members in accordance with any regulations from time to time provided that no such Non-Voting Members shall be company law members of the Association for the purposes of the Act and shall not be entitled to vote on any matter and shall not be entitled to hold any office in the Association.
- 3.2 Each Non-Voting Member shall affirm or re-affirm his or her agreement with the Doctrinal Basis upon becoming Non-Voting Members and at such intervals as the Trustees shall require.

## **GENERAL MEETINGS**

### **4. Annual General Meeting**

- 4.1 The Association shall hold an annual general meeting once in each calendar year and not more than 15 months shall pass between the date of one annual general meeting and the next and it shall be held at such time and place as the Trustees shall think suitable.

**5. Other General Meetings**

- 5.1 The Trustees may call an extraordinary general meeting at any time
- 5.2 The Trustees shall call an extraordinary general meeting on receiving a requisition to that effect, signed by at least 10 per cent of the Voting Members having the right to attend and vote at general meetings. In default, the requisitionists may call an extraordinary general meeting in accordance with the Act.

**6. Length of Notice**

An annual general meeting and an extraordinary general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other extraordinary general meeting shall be called by at least 14 clear days' written notice.

**7. Contents of Notice**

- 7.1 Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 7.2 If the general meeting is to be a Hybrid Meeting, the notice must also contain the information specified in Article 10.3.2.
- 7.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 7.4 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Voting Member of his or her rights to appoint another person as his or her proxy at a meeting of the Association.
- 7.5 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

**8. Service of Notice**

Notice of general meetings shall be given to every Voting Member and to the Trustees and to the auditors of the Association.

**9. Attendance and speaking at general meetings**

- 9.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 9.2 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 9.3 The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms. The Trustees may, in making such arrangements, impose restrictions on how those not physically attending the meeting may communicate with the meeting.
- 9.4 In determining attendance at a general meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other.
- 9.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 10. **Hybrid Meetings and Remote Attendance**
- 10.1 A Hybrid Meeting is a general meeting where the Trustees have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting ("the Primary Location") or by Remote Attendance.
- 10.2 The Trustees may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.
- 10.3 In the case of a Hybrid Meeting:
  - 10.3.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
    - (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
    - (b) references in these Articles to the place of a general meeting shall be treated as references to the Primary Location;
  - 10.3.2 the Trustees must ensure that the notice of a Hybrid Meeting includes:
    - (a) details of the Primary Location; and
    - (b) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;
  - 10.3.3 the Trustees may decide:

- (a) how those attending by Remote Attendance may communicate with the meeting;
  - (b) how those attending by Remote Attendance may vote;
- 10.3.4 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the Voting Members as much notice as practicable of the change;
- 10.3.5 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in his or her view this is necessary or expedient for the efficient conduct of the meeting; and
- 10.3.6 under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Association) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

## 11. **Quorum**

- 11.1 No business shall be transacted at any general meeting unless a quorum is present. The quorum shall be Twenty persons entitled to vote on the business transacted (each being a Voting Member or a proxy for a Voting Member).
- 11.2 A person attending a meeting by Remote Attendance will be treated as being present and/or present in person at the meeting for the purposes of this Article 11, unless the Articles expressly provide to the contrary.
  - 11.2.1 Subject to Article 11.2.2, if:
    - (a) a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit) from the time appointed for the meeting; or
    - (b) during the meeting a quorum ceases to be present;

the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
  - 11.2.2 If the meeting has been called by the Voting Members, or in response to the Voting Members requiring the Trustees to call a meeting under the Companies Acts, if:
    - (a) a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit) from the time appointed for the meeting; or
    - (b) during the meeting a quorum ceases to be present;

the meeting shall be dissolved.

**12. Chair**

- 12.1 The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting. Subject to Article 12.2, the chair of the meeting may attend the meeting by Remote Attendance.
- 12.2 If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Voting Members present and entitled to vote shall choose one of the Voting Members present in person to be chair of the meeting. A proxy holder who is not a Voting Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 12.2.

**13. Adjournment**

The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

**14. Voting**

- 14.1 On a show of hands, the following persons have one vote each:
- 14.1.1 every Voting Member present in person; and
- 14.1.2 (subject to Article 15.5) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution,
- provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.
- 14.2 On a poll, the following persons have one vote each:
- 14.2.1 every Voting Member present in person; and
- 14.2.2 every Voting Member present by proxy (subject to Article 15.5).
- 14.3 A resolution put to the vote of a general 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 duly demanded.
- 14.4 Subject to the provisions of the Act, a poll may be demanded by:
- 14.4.1 the chair; or
- 14.4.2 at least three Voting Members having the right to vote at the meeting; or
- 14.4.3 any person who, by virtue of being appointed proxy for one or more Voting Members having the right to vote on the resolution, holds three or more votes; or

- 14.4.4 a person or person representing not less than one tenth of the total voting rights of all the Voting Members having a right to vote on the resolution.
- 14.5 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. If a poll is demanded and executed the number of votes cast for and against the resolution shall be recorded.
- 14.6 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 14.7 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 14.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- 14.9 A poll may not be demanded on the election of the chair or on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 14.10 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

**15. Proxy Notice**

- 15.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice"). A Proxy Notice shall be in writing, executed by the appointing Voting Member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"Wycliffe UK Limited,

I/[ ]

of [ ]

being a Voting Member of the above-named Association, hereby appoint [ ], of [ ], or failing him/her, [ ], of [ ], as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Association to be held on [ ], and at any adjournment thereof.



Company number: 00819788

Signed on [ ]"

- 15.2 Where it is desired to afford Voting Members an opportunity of instructing the proxy how he or she shall act a Proxy Notice shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"Wycliffe UK Limited

I [ ],

being a Voting Member of the above-named Association, hereby appoint [ ] of [ ], or failing him/her, [ ] of [ ], as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Association to be held on [ ], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 [ ]\* for [ ]\* against

Resolution No 2 [ ]\*for [ ]\*against

*[Strike out whichever is not desired]*

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [ ]"

- 15.3 The Proxy Notice and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:

- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any Proxy Notice sent out by the Association in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee,

and a Proxy Notice which is not deposited or delivered in a manner so permitted shall be invalid.

- 15.4 A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the Office or at such other place at which the Proxy Notice was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded 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.

- 15.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

**16. Irregularities**

- 16.1 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of a notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

- 16.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

**17. Conflicts of Interest**

- 17.1 Whenever a Voting Member has a personal interest in a matter to be discussed at a general meeting and whenever a Voting Member has interest in another organisation whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a general meeting he or she must:

- (a) declare an interest before the discussion begins on the matter,
- (b) withdraw from that part of the general meeting unless expressly invited to remain by the chairman,
- (c) in the case of personal interest not be counted in the quorum for that part of the general meeting,
- (d) in the case of personal interest withdraw during the vote and have no vote on the matter.

**18. Trustees**

**Number of Trustees**

- 18.1 Unless otherwise decided by ordinary resolution the minimum number of Trustees shall be five.

**Appointment of Trustees**

- 18.2 Subject to these Articles, the Association may by ordinary resolution at an annual general meeting in an Even Year appoint or re-appoint a person who is willing to act as a Trustee of the Association.

- 18.3 The Trustees may at any time appoint a person who is willing to act as a Trustee of the Association, either to fill a vacancy or as an additional Trustee.
- 18.4 A Trustee howsoever appointed shall serve a first term of office from the date of their appointment until the end of the next annual general meeting in an Even Year.
- 18.5 A Trustee who is reappointed shall be reappointed for a term of office from the date of their reappointment until the end of the second annual general meeting in an Even Year, unless notice given in accordance with Article 18.7 specifies a different term of office.
- 18.6 Trustees howsoever appointed or reappointed shall be eligible for reappointment.
- 18.7 At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is proposed for appointment or re-appointment as a Trustee and the proposed term of office. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of Trustees.
- 18.8 Trustees may offer themselves for reappointment by the Voting Members.
- 18.9 No person may be appointed as a Trustee:
- (a) if he or she is under the age of 18 years; or
  - (b) if he or she has not affirmed his or her agreement with the Doctrinal Basis; or
  - (c) if he or she is serving as the executive director or other member of staff of the Association; or
  - (d) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 18.10.

**Disqualification and removal of Trustees**

- 18.10 The office of a Trustee shall be vacated if:
- (a) he or she ceases to be a director by virtue of any provision of the Act, or is prohibited from being a director by law; or
  - (b) he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity; or
  - (c) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (d) the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office; or
  - (e) he or she resigns his or her office by notice to the Association (but only if at least five Trustees will remain in office when the notice of resignation is to take effect); or

- (f) the Voting Members decide by ordinary resolution that he or she be removed from office; or
- (g) he or she fails to re-affirm his or her agreement with the Doctrinal Basis; or
- (h) at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Trustee be removed from office. Such a resolution shall not be passed unless the Trustee 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 Trustees.

#### **Powers of Trustees**

- 18.11 Subject to the provisions of the Act, the Memorandum and the Articles the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 18.12 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.
- 18.13 The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office.
- 18.14 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

#### **Delegation of Trustees' powers**

- 18.15 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
- 18.16 The Trustees may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Association to any person or committee in accordance with the conditions set out in these Articles.

#### **19. Delegations to committees**

- 19.1 In the case of delegation of powers to committees:
  - (a) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - (b) the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

- (c) the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
- (d) all delegations under this Article shall be revocable at any time;
- (e) the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- (f) no committee shall incur expenditure on behalf of the Association,

except in accordance with a budget which has been approved by the Trustees.

19.2 The Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

19.3 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

## **20. Delegations of day to day management powers**

In the case of delegation of the day to day management of the Association to an executive director or other manager or managers:

- (a) the appointment and conditions of services of such manager shall be in accordance with any regulations;
- (b) the delegated power shall be to manage the Association by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- (c) the Trustees shall provide such manager with a description of his or her role and the extent of his or her authority; and
- (d) such manager shall report regularly to the Trustees on the activities undertaken in managing the Association and provide them regularly with management accounts sufficient to explain the financial position of the Association.

## **21. Expenses of Trustees**

The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties.

## **22. Proceedings of Trustees**

22.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

- 22.2 One Trustee may, (and the Secretary at the request of two Trustees shall) call a meeting of the Trustees.
- 22.3 Notice of every meeting of the Trustees stating the place, day and time of the meeting general particulars of all business to be considered at such meeting shall be sent to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice.
- 22.4 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees, and, unless so fixed at any other number, shall be four.
- 22.5 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 22.6 Whenever a Trustee has a personal interest in a matter to be discussed at a Trustees' meeting and whenever a Trustee has interest in another organisation whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a Trustees' meeting he or she must
- (a) declare an interest before the discussion begins on the matter;
  - (b) withdraw from that part of the Trustees' meeting unless expressly invited to remain;
  - (c) in the case of personal interest not be counted in the quorum for that part of the Trustees' meeting;
  - (d) in the case of personal interest withdraw during the vote and have no vote on the matter.
- 22.7 The Trustees shall from time to time elect a chair who shall hold office for two years and he or she shall be entitled to preside at all meetings of the Trustees at which he or she shall be present but if no such chair be elected or at any meeting the chair not be willing or not be present within 15 minutes after the time appointed for holding the meeting the Trustees present shall choose one of their number to be chair.
- 22.8 The proceedings at any meeting of the Trustees shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification of any of the Trustees present or voting or by reason of any business being considered which is not specified in the notice, unless such specification is a requirement of the Act.
- 22.9 No objection shall be raised to the qualification of any Trustee except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the Trustees' meeting shall be valid Any objection made in due time shall be referred to the chair whose decision shall be final and binding.
- 22.10 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

- 22.11 A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.
- 22.12 A meeting of the Trustees must be held in open session unless the Trustees otherwise resolve.

## **GENERAL**

### **23. Regulations**

The Trustees may from time to time make regulations or amend the same for the operation, management and administration of the Association, including regulations relating in any way to or prescribing criteria for Voting Membership.

### **24. Secretary**

Subject to the provisions of the Act, a Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them. Such a Secretary shall not be a Trustee.

### **25. Minutes**

The Trustees shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Trustees;
- (b) of all proceedings at meetings of the Association and of the Trustees; and
- (c) of committees of Trustees, including the names of the Trustees present at each such meeting,

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, if challenged by any Voting Member or Trustee of the Association, be sufficient evidence of the proceedings, and shall be made available to Voting and Non-Voting members on request unless the Trustees otherwise resolve.

### **26. Accounts and Reports**

- 26.1 The Association may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Association may be inspected by the Voting Members but subject thereto the statutory books and accounting records shall be open to inspection by the Voting Members during usual business hours.
- 26.2 The Trustees shall comply with the requirements of the Act and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission (as applicable) of
- (a) annual reports;

- (b) annual returns;
- (c) annual statements of account; and
- (d) confirmation statements.

**27. Notices**

- 27.1 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.
- 27.2 The Association may give any notice to a Voting Member or Non-Voting Member either personally or by sending it by post in a prepaid envelope addressed to the Voting Member or Non-Voting Member at his or her registered address or by leaving it at that address or by Electronic Means 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 or her.
- 27.3 A Voting Member or a Non-Voting Member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 27.4 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.

**28. Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

**29. Trustees' Indemnity Insurance**

The Trustees shall have power to resolve pursuant to clause 4(30) of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

**30. Winding-up**

The provisions of clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.