

The Companies Act 2006

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Company limited by guarantee and not having a share capital

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**SPECIAL RESOLUTIONS**

of

1090006

**CENTRE FOR ALTERNATIVE TECHNOLOGY CHARITY LIMITED**

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(Passed on 13<sup>th</sup> September 2010)

**At an Annual General Meeting of the Company, duly convened and held at Llwngwern Quarry, Machynlleth, Powys, Wales SY20 9AZ on the date specified above, the following resolutions were duly passed as Special Resolutions:**

**1 IT WAS RESOLVED:**

"that the membership of those on the attached list be ceased as it is not deemed to be in the interests of the Society that they continue as members, in accordance with Article 6 (B) "

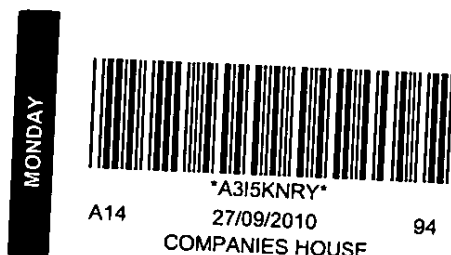
**2 IT WAS RESOLVED:**

"that the document attached hereto be adopted as the new Constitution in place of the existing Memorandum and Articles of Association "

I certify that this is a true copy of the original.



RB DANCE  
Company Secretary



Charity number: 265239

Company number: 01090006

The Companies Act 2006

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

New

MEMORANDUM  
and  
ARTICLES OF ASSOCIATION

of

**CENTRE FOR ALTERNATIVE TECHNOLOGY  
CHARITY LIMITED**

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Incorporated on the 5<sup>th</sup> day of January 1973

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Adopted by Special Resolution at an Annual General Meeting held on 13 September 2010

*I certify that this is a true copy of the original.*

*[Signature]*

*R. B. ANCE*  
*Company Secretary*

Llwyngwern Quarry  
Machynlleth  
Powys  
Wales  
SY20 9AZ

MONDAY



A14

\*A315LNRZ\*

27/09/2010

93

COMPANIES HOUSE

Charity number: 265239

Company number: 01090006

The Companies Act 2006

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

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**SPECIAL RESOLUTION**

of

**CENTRE FOR ALTERNATIVE TECHNOLOGY CHARITY LIMITED**

---

(Passed on 13<sup>th</sup> September 2010)

**At an Annual General Meeting of the Company, duly convened and held at  
Llwyngwern Quarry, Machynlleth, Powys, Wales SY20 9AZ on the date  
specified above, the following resolution was duly passed as a  
Special Resolution:**

**RESOLUTION**

**IT WAS RESOLVED:**

**"That the document attached hereto be adopted as the new Constitution in place of  
the existing Memorandum and Articles of Association "**

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE

**Memorandum of Association of**  
  
**CENTRE FOR ALTERNATIVE TECHNOLOGY**  
**CHARITY LIMITED**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

---

Gerrard Wyndham Morgan-Grenville  
Burgate House  
Hascombe  
Surrey  
Company Director

Simon Heneage  
The Raswell  
Loxhill  
Godalming  
Surrey  
Land Owner

Hugh De Quetteville  
57 Faroe Road  
London W14  
Company Director

Francis Arthur Michael Bray  
Laker's Lodge  
Loxwood  
Surrey  
Company Director

DATED this 27<sup>th</sup> day of September 1972

WITNESS to the above Signatures

Peter Whiteley  
95 Eaton Place  
London SW1  
Company Director

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**Articles of Association of**

**CENTRE FOR ALTERNATIVE TECHNOLOGY  
CHARITY LIMITED**

- 1 The company's name is Centre For Alternative Technology Charity Limited and in this document it is called "the charity".

**Interpretation**

- 2 In the articles.

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

**"the articles"** means the charity's articles of association,

**"the charity"** means the company intended to be regulated by the articles,

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

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

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

**"Companies Acts"** means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

**"the directors"** mean the directors of the charity The directors are charity trustees as defined by section 97 of the Charities Act 1993,

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

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

**"the memorandum"** means the charity's memorandum of association,

**"officers"** includes the directors and the secretary (if any),

**"the seal"** means the common seal of the charity if it has one,

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

**"the United Kingdom"** means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

### **Liability of members**

- 3 (1) The liability of the members is limited.
- (2) Every member of the charity promises, if the charity is dissolved while he is a member or within twelve months after he ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him towards the payment of the debts and liabilities of the charity incurred before he ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

### **Objects**

- 4 The charity's objects ("Objects") are specifically restricted to the following:
  - (1) To promote for the benefit of the public the conservation, protection and improvement of the environment by various exclusively charitable means including, but not limited to, the promotion of sustainable development, the conservation of natural resources, the reduction of carbon emissions, the promotion of re-cycling, energy efficiency and the reduction of harmful pollution and any other exclusively charitable means of protecting and conserving the environment.
  - (2) To advance the education of the public in subjects related to sustainable development and the protection, enhancement and rehabilitation of the environment, the use of natural resources and sustainable energy and to

promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large.

Sustainable development means 'development that meets the needs of the present without compromising the ability of future generations to meet their own needs'.

## **Powers**

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power
- (1) to amass or cause to be amassed information of relevance to environmental improvement and to disseminate such information,
  - (2) to promote the study of cause and effect of environmental change and economic social and physical factors affecting the environment,
  - (3) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
  - (4) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (5) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (6) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
  - (7) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (8) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (9) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (10) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

- (11) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article.

- (12) to

- (a) deposit or invest funds,
- (b) employ a professional fund-manger; and
- (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

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

- (13) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

- (14) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity,

#### **Application of income and property**

- 6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects
- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 54.
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving
- (a) a benefit from the charity in the capacity of a beneficiary of the charity,
  - (b) reasonable and proper remuneration for any goods or services supplied to the charity where it is permitted in accordance with, and subject to the conditions in, section 73A-73C of the Charities Act 1993.



### **Directors' benefits**

- (4) No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity.
- (5) (a) In sub-clauses (2)-(4) of this article 6 "charity" shall include any company in which the charity
- holds more than 50% of the shares, or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company;
- (b) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

### **Members**

- 7 (1) The members of the charity shall consist of the subscribers and such other persons as the directors shall from time to time admit to membership thereof (subject to article 8)
- (2) The directors shall have an absolute discretion as to the admission of any person to membership and are not bound to give any reason for their decision.
- (3) Membership is not transferable
- (4) The directors must keep a register of names and addresses of the members.

### **Classes of membership**

- 8 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership which has voting rights.
- (3) The rights attached to a class of membership with voting rights may only be varied by the directors if

- (a) three-quarters of the members of that class consent in writing to the variation, or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

### **Termination of membership**

**9 Membership of a relevant class is terminated if**

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the charity is not paid in full within a period prescribed by the directors,
- (4) in the case of a director, they cease to be a director,
- (5) in the case of a member whose membership is in consequence of being an employee, they cease to be an employee,
- (6) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

### **General meetings**

- 10** An annual general meeting must be held every year and not more than fifteen months may elapse between successive annual general meetings
- 11** The directors may call a general meeting at any time

### **Notice of general meetings**

- 12 (1) The minimum periods of notice required to hold a general meeting of the charity are.
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.
- (4) The notice must be given to all the members with voting rights and to the directors and auditors
- 13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### **Proceedings at general meetings**

- 14 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) Unless otherwise provided a quorum is 3 members present in person and entitled to vote upon the business to be conducted at the meeting.
- 15 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 16 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
  - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
  - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
  - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 17 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 18 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
  - (a) by the person chairing the meeting; or
  - (b) by at least two members present in person or by proxy and having the right vote at the meeting, or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

### **Written resolutions**

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

- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 20 Subject to article 8, every member shall have one vote.
- 21 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Directors**

- 22
  - (1) A director must be a natural person aged 16 years or older
  - (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 33
- 23 The number of directors shall be not less than 3 nor more than 15 unless otherwise determined by ordinary resolution
- 24 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

- 25
  - (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
  - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
  - (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Appointment of directors**

26 The charity may by ordinary resolution:

- (1) appoint a person who is willing to act to be a director; and
- (2) determine the rotation in which any additional directors are to retire.

27 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

- (1) he or she is recommended for re-election by the directors, or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a director,
  - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28 All members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation

29 (1) The directors may appoint a person who is willing to act to be a director.

(2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

30 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

### **Retirement of directors**

31 At each annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.

- 32 (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

### **Disqualification and removal of directors**

33 A director shall cease to hold office if he or she.

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

### **Remuneration of directors**

34 The directors must not be paid any remuneration unless it is authorised by article 6.

### **Proceedings of directors**

- 35 (1) the directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.



- (4) Questions arising at a meeting shall be decided by a majority of votes
  - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
  - (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- 36 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater 3 or such larger number as may be decided from time to time by the directors.
  - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote
- 37 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 38 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
  - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 39 (1) A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and

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

### **Delegation**

- 40
- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
  - (2) The directors may impose conditions when delegating, including the conditions that:
    - (a) the relevant powers are to exercised exclusively by the committee to whom they delegate,
    - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
  - (3) The directors may revoke or alter a delegation
  - (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declaration of directors' interests**

- 41 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)
- 42
- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
    - (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

- 43 (1) Subject to article 43 (2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office,
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- If without:
- (d) the vote of that director; and
  - (e) that director being counted in the quorum,
- the decision has been made by a majority of the directors at a quorate meeting
- (2) Article 43 (1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 43 (1), the resolution would have been void, or if the director has not complied with article 41

### **Secretary**

- 44 The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and they may remove any secretary so appointed. The directors may appoint an assistant or

deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting

### **Seal**

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

### **Minutes**

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

### **Accounts**

- 47 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The directors must keep accounting records as required by the Companies Acts

### **Annual Report and Return and Register of Charities**

- 48 (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:
- (a) transmission of the statements of account to the charity;

- (b) preparation of an Annual Report and its transmission to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission
- (3) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

**Means of communication to be used**

- 49 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 50 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing, or
  - (2) must be given in electronic form
- 51 (1) The charity may give any notice to a member either:
- (a) personally, or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 52 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 53 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted, or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 54 The charity shall indemnify every director or former director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

### **Rules**

- 55 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity
- (2) The bye laws may regulate the following matters but are not restricted to them.
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
  - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,
  - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules

- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Dissolution**

- 56 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 charity, but shall be given or transferred to some other charitable institution or institutions with objects similar to those of the charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the charity such institution or institutions to be determined by the members of the charity 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.