

LIMEHOUSE PROJECT LTD

A COMPANY LIMITED BY GUARANTEE

Company No. 1817676

SPECIAL RESOLUTIONS

I certify that the following is a true copy of two Special Resolutions duly passed on 30th January 2012 by the above-named company in accordance with the Companies Acts

RESOLUTION 1

IT IS RESOLVED THAT.

The company's objects clause is amended to read as follows—

“The Charity's objects are—

To promote the benefit of the inhabitants of Tower Hamlets and, at the discretion of the trustees, other areas of London, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education, to relieve poverty and need, to advance good health, and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents.”

RESOLUTION 2

IT IS RESOLVED THAT.

Subject to the above resolution being passed, the Memorandum and Articles of Association of the Company are deleted in their entirety and the attached Articles of Association marked @@ substituted in their place.

Name FARIDA YESMIN

Signature: Farida Yesmin

Capacity: Director / Secretary *

Date: 03/02/2012

*Delete as appropriate



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06/02/2012
COMPANIES HOUSE

A1237V4J

#43

Interpretations

- 1 Words and expressions used in these articles shall have the meanings attributed to them in article 70

Constitution of company

- 2 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Charity

OBJECTS & POWERS

Objects

- 3 The Charity's objects are—

To promote the benefit of the inhabitants of Tower Hamlets and, at the discretion of the trustees, other areas of London, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education, to relieve poverty and need, to advance good health, and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents

Powers

4. In furtherance of the above objects, but not further or otherwise, the Charity shall have the following powers—
 - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (b) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity,
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that 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;
 - (d) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds for the objects of the Charity,
 - (e) 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, provided that 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,
 - (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity,
- (k) to—
 - i) deposit or invest funds,
 - ii) employ a professional fund-manager, and
 - iii) 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,
- (l) to provide indemnity insurance for the Trustees of the Charity as permitted by the section 73F of the Charities Act 1993;
- (m) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations;
- (n) to do all such other lawful things as are necessary for the achievement of the Objects.

APPLICATION OF INCOME AND PROPERTY

- 5 The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that—
 - (a) a Trustee is entitled to be reimbursed from the property of the Charity, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the Charity,
 - (b) a Trustee 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 Trustee may receive an indemnity from the Charity in the circumstances specified in article 67
- 6 Unless expressly authorised in advance by the Commission to do so, no Trustee 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 provided that nothing shall prevent the payment in good faith by the Charity—

- (a) of interest on money lent by any Trustee or connected person at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees;
- (b) of reasonable and proper rent for property conveyed or let by any Trustee or connected person;
- (c) of fees, remuneration or money's worth to a company of which a Trustee or connected person may be a member, holding not more than 1/100th part of the issued capital of such company.

Members' limited liability

- 7 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while a member or within one year after ceasing to be a member, for—
 - (a) payment of the Charity's debts and liabilities contracted before the member ceased to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves

MEMBERSHIP

Admission of members

- 8 The Trustees shall admit into membership all those persons whom they appoint as Trustees of the Charity, and only persons appointed as Trustees shall be admitted as members
- 9 Membership shall not be transferable
- 10 The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member, and the date on which they ceased to be a member.
- 11 Every member shall be entitled to a copy of the Charity's articles of association at no charge, and of any amendments subsequently made

Cessation of membership

- 12 A member shall cease to be a member immediately that she or he ceases to be a Trustee of the Charity for any reason

BOARD OF TRUSTEES

Composition of the Board

- 13. The Charity shall at all times have at least three Trustees who are also the members of the Charity. New Trustees shall be appointed by the Board of Trustees as and when they see fit
- 14. Upon ceasing to be a Trustee of the Charity, a person shall also cease to be a member

People who may not serve as Trustees

- 15 Under no circumstances shall any of the following serve as Trustees—

- (a) employees of the Charity,
- (b) a person aged less than 16 years;
- (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director;
- (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee

Retirement, disqualification and removal of Trustees

16. The office of a Trustee shall be immediately vacated if he or she—

- (a) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office when the resignation takes effect), or
- (b) is absent without good reason from all Trustees' meetings held within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
- (c) is removed from office by a majority vote of the Trustees, or
- (d) becomes bankrupt or makes any arrangement or composition with his or her creditors, or
- (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee

POWERS OF THE BOARD OF TRUSTEES

- 17. The Trustees 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 Act, the articles or any Special Resolution
- 18. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees
- 19. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

PROCEEDINGS OF THE BOARD OF TRUSTEES

- 20. The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
- 21. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
- 22. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees
- 23. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants
- 24. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable

electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

25. The quorum necessary for the transaction of the business of the Trustees shall be two Trustees.
26. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
27. The Trustee shall from time to time elect from amongst their own number a Chair, who shall be entitled to preside at all meetings at which he or she is present. The Trustee shall decide for what period the Chair shall hold office. If at any meeting the Chair is not present ten minutes after the time appointed for the start of the meeting, or if he or she is unwilling to act, then the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
28. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
29. A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
30. All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

Secretary

31. The Trustees may appoint a Secretary of the Charity upon such terms and conditions as they think fit, and any Secretary so appointed may be removed by them.

Conduct of Trustees

32. Each of the Trustees shall, in exercising his or her functions as a Trustee of the Charity, act in the interests of the Charity, and, in particular, must—
 - (a) seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its objects,
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Charity and any other party—
 - i) put the interests of the Charity before that of the other party, in taking decisions as a Trustee,
 - ii) where any other duty prevents him or her from doing so, disclose the conflicting interest to the Charity and refrain from participating in any discussions or decisions with regard to the matter in question,

- (d) ensure that the Charity complies with any direction, requirement, notice or duty imposed on it by the Charities Act 2006

Declarations of interest

- 33 A Trustee 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 Trustee must absent himself or herself from any discussions of the Trustees 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).

Conflicts of interest

- 34 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
 - (a) the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying
- 35. In the above 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 any direct or indirect benefit to a Trustee or to a connected person

COMMITTEES

- 36. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be recorded in the minute book. The Trustees may impose conditions when delegating, and will always include the conditions that—
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
 - (c) the Trustees may vary or revoke the delegation,
 - (d) the committee shall report regularly to the Trustees

GENERAL MEETINGS

Annual General Meeting

- 37 The Charity shall in each calendar year hold a general meeting as its Annual General Meeting ("AGM") Every AGM shall be held not more than fifteen months after the holding of the previous AGM

Other general meetings

38 The Trustees may call a general meeting at any time

Proceedings at general meetings

39 No business shall be transacted at a general meeting unless a quorum is present in person or by proxy. Unless otherwise decided by the Charity, a quorum shall be two members

40 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 Trustees shall direct

41 The Trustees 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.

42. If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.

43 At every general meeting the Chair of the Board of Trustees shall preside. If he or she is not present ten minutes after the time appointed for the commencement of the meeting, or if he or she is unwilling to preside, then the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner

Voting at general meetings

44 Decisions at general meetings shall be made by passing resolutions—

(a) Decisions involving an alteration to the articles of association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast

(b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast

45 Each member shall have one vote on any question to be decided at a general meeting. A member who cannot attend a General Meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—

(a) states the name and address of the member appointing the proxy,

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

(c) is signed by or on behalf of the member appointing the proxy; and

(d) is delivered to the company in accordance with any instructions contained in the notice of the general meeting to which they relate

- 46 The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution, or
 - (b) authorize the proxy to vote in accordance her or his own judgement
47. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy.
48. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.
49. In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall have a second or casting vote.

Notices of general meetings

- 50 Any general meeting shall be called by at least fourteen clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of those entitled to attend and vote.
- 51 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. In the case of a general meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy.
- 52 The notice must be given to all the members and Trustees and to the auditors (if any), and may be given—
- (a) in person,
 - (b) by sending it by post addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose, or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
- 53 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.

MEMBERS' WRITTEN RESOLUTIONS

- 54 Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
55. A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.

- 56 The majorities required to pass a written resolution are as follow—
- (a) for an Ordinary Resolution, approval is required from a simple majority of the members,
 - (b) for a Special Resolution, approval is required from not less than 75% of the members
- 57 The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked
- 58 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members

MINUTES

- 59 The Trustees must keep minutes of all—
- (a) appointments of officers made by the Trustees,
 - (b) proceedings at general meetings of the Charity,
 - (c) written resolutions passed by the Charity,
 - (d) meetings of the Trustees and committees of Trustees including—
 - i) the names of the Trustees present at the meeting,
 - ii) the decisions made at the meetings, and
 - iii) where appropriate, the reasons for the decisions
- 60 Minutes of meetings shall be kept for a minimum of 10 years

ACCOUNTS

- 61 The Trustees must keep accounting records as required by the Act
- 62 The Trustees must prepare accounts for each financial year as required by the Act. 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.
- 63 The Trustees must send a copy of the annual accounts and reports for each financial year to—
- (a) every member of the Charity, and
 - (b) every person who is entitled to receive notice of general meetings
- 64 The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

65. The Trustees must comply with the requirements of the Charities Act 1993 with regard to—

- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
66. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

INDEMNITY

- 67 Every Trustee or other officer or auditor of the Charity shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Charity against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office, that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour or in which he or she is acquitted or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity
- 68 The Charity shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Charity may sustain or incur in connection with the execution of the duties of his or her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc of a Trustee)

DISSOLUTION

- 69 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 or distributed amongst the members of the Charity, but shall be transferred to some other charitable institution having objects similar to the objects of the Charity, or to some institution the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution

INTERPRETATIONS

70. In these articles—

"the Charity" means the company to which these articles apply

"the Act" means the Companies Act 2006

"the Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director

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

"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,

"clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect

“connected person” means—

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

“electronic form” has the meaning given in section 1168 of the Act,

“employee” means anyone holding a current contract of employment with the Charity

“in writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context

Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

LIMEHOUSE PROJECT LTD

A CHARITABLE COMPANY LIMITED BY GUARANTEE

Company No. 1817676

Registered Charity No. 295857

ARTICLES OF ASSOCIATION

As amended 30th January 2012

CHARLIE CATTELL

SOCIAL ECONOMY CONSULTANT

charlie@charliecattell.co.uk

01274 900728

www.catwool.co.uk

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The Companies Act 2006

ARTICLES OF ASSOCIATION OF

LIMEHOUSE PROJECT LTD

A COMPANY LIMITED BY GUARANTEE
and not having a share capital

Interpretations

- 1 Words and expressions used in these articles shall have the meanings attributed to them in article 70.

Constitution of company

- 2 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Charity.

OBJECTS & POWERS

Objects

3. The Charity's objects are—

To promote the benefit of the inhabitants of Tower Hamlets and, at the discretion of the trustees, other areas of London, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education, to relieve poverty and need, to advance good health, and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents

Powers

4. In furtherance of the above objects, but not further or otherwise, the Charity shall have the following powers—
 - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (b) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that 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;
 - (d) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds for the objects of the Charity,
 - (e) 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,

provided that 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;

- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;
- (k) to—
 - i) deposit or invest funds;
 - ii) employ a professional fund-manager; and
 - iii) 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;
- (l) to provide indemnity insurance for the Trustees of the Charity as permitted by the section 73F of the Charities Act 1993;
- (m) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations;
- (n) to do all such other lawful things as are necessary for the achievement of the Objects.

APPLICATION OF INCOME AND PROPERTY

- 5. The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that—
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 - (c) a Trustee may receive an indemnity from the Charity in the circumstances specified in article 67.
- 6. Unless expressly authorised in advance by the Commission to do so, no Trustee 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 provided that nothing shall prevent the payment in good faith by the Charity—

- (a) of interest on money lent by any Trustee or connected person at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Trustees;
- (b) of reasonable and proper rent for property conveyed or let by any Trustee or connected person;
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Members' limited liability

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- (a) payment of the Charity's debts and liabilities contracted before the member ceased to be a member,
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8. The Trustees shall admit into membership all those persons whom they appoint as Trustees of the Charity, and only persons appointed as Trustees shall be admitted as members.
9. Membership shall not be transferable.
10. The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member, and the date on which they ceased to be a member.
11. Every member shall be entitled to a copy of the Charity's articles of association at no charge, and of any amendments subsequently made.

Cessation of membership

12. A member shall cease to be a member immediately that she or he ceases to be a Trustee of the Charity for any reason.

BOARD OF TRUSTEES

Composition of the Board

13. The Charity shall at all times have at least three Trustees who are also the members of the Charity. New Trustees shall be appointed by the Board of Trustees as and when they see fit.

14. Upon ceasing to be a Trustee of the Charity, a person shall also cease to be a member

People who may not serve as Trustees

15. Under no circumstances shall any of the following serve as Trustees—

- (a) employees of the Charity;
- (b) a person aged less than 16 years;
- (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director;
- (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee

Retirement, disqualification and removal of Trustees

16. The office of a Trustee shall be immediately vacated if he or she—

- (a) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office when the resignation takes effect); or
- (b) is absent without good reason from all Trustees' meetings held within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
- (c) is removed from office by a majority vote of the Trustees; or
- (d) becomes bankrupt or makes any arrangement or composition with his or her creditors; or
- (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee

POWERS OF THE BOARD OF TRUSTEES

17. The Trustees 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 Act, the articles or any Special Resolution.
18. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
19. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

PROCEEDINGS OF THE BOARD OF TRUSTEES

20. The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
21. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

22. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
23. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
24. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
25. The quorum necessary for the transaction of the business of the Trustees shall be two Trustees.
26. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
27. The Trustee shall from time to time elect from amongst their own number a Chair, who shall be entitled to preside at all meetings at which he or she is present. The Trustee shall decide for what period the Chair shall hold office. If at any meeting the Chair is not present ten minutes after the time appointed for the start of the meeting, or if he or she is unwilling to act, then the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
28. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
29. A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
30. All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

Secretary

31. The Trustees may appoint a Secretary of the Charity upon such terms and conditions as they think fit; and any Secretary so appointed may be removed by them.

Conduct of Trustees

32. Each of the Trustees shall, in exercising his or her functions as a Trustee of the Charity, act in the interests of the Charity; and, in particular, must—
 - (a) seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its objects;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person,
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Charity and any other party—

- i) put the interests of the Charity before that of the other party, in taking decisions as a Trustee;
 - ii) where any other duty prevents him or her from doing so, disclose the conflicting interest to the Charity and refrain from participating in any discussions or decisions with regard to the matter in question;
- (d) ensure that the Charity complies with any direction, requirement, notice or duty imposed on it by the Charities Act 2006

Declarations of interest

33. A Trustee 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 Trustee must absent himself or herself from any discussions of the Trustees 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).

Conflicts of interest

34. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
- (a) the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting,
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
35. In the above 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 any direct or indirect benefit to a Trustee or to a connected person.

COMMITTEES

36. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be recorded in the minute book. The Trustees may impose conditions when delegating, and will always include the conditions that—
- (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees,
 - (c) the Trustees may vary or revoke the delegation;
 - (d) the committee shall report regularly to the Trustees.

GENERAL MEETINGS

Annual General Meeting

37. The Charity shall in each calendar year hold a general meeting as its Annual General Meeting ("AGM"). Every AGM shall be held not more than fifteen months after the holding of the previous AGM.

Other general meetings

38. The Trustees may call a general meeting at any time.

Proceedings at general meetings

39. No business shall be transacted at a general meeting unless a quorum is present in person or by proxy. Unless otherwise decided by the Charity, a quorum shall be two members
40. 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 Trustees shall direct.
41. The Trustees 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.
42. If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
43. At every general meeting the Chair of the Board of Trustees shall preside. If he or she is not present ten minutes after the time appointed for the commencement of the meeting, or if he or she is unwilling to preside, then the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Voting at general meetings

44. Decisions at general meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the articles of association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast
45. Each member shall have one vote on any question to be decided at a general meeting. A member who cannot attend a General Meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—
- (a) states the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, and
 - (d) is delivered to the company in accordance with any instructions contained in the notice of the general meeting to which they relate
46. The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution, or
 - (b) authorize the proxy to vote in accordance her or his own judgement
47. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy.
48. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.
49. In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall have a second or casting vote.

Notices of general meetings

50. Any general meeting shall be called by at least fourteen clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of those entitled to attend and vote.
51. 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. In the case of a general meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy.
52. The notice must be given to all the members and Trustees and to the auditors (if any), and may be given—
- (a) in person;
 - (b) by sending it by post addressed to that person at that person's registered address, or by leaving it at that address,
 - (c) by fax or by electronic communication to an address provided for that purpose; or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
53. 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

MEMBERS' WRITTEN RESOLUTIONS

54. Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
55. A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
56. The majorities required to pass a written resolution are as follow—
- (a) for an Ordinary Resolution, approval is required from a simple majority of the members;
 - (b) for a Special Resolution, approval is required from not less than 75% of the members.
57. The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
58. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

MINUTES

59. The Trustees must keep minutes of all—
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the Charity;
 - (c) written resolutions passed by the Charity;
 - (d) meetings of the Trustees and committees of Trustees including—
 - i) the names of the Trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate, the reasons for the decisions
- 60 Minutes of meetings shall be kept for a minimum of 10 years.

ACCOUNTS

61. The Trustees must keep accounting records as required by the Act.
62. The Trustees must prepare accounts for each financial year as required by the Act. 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.

63. The Trustees must send a copy of the annual accounts and reports for each financial year to—
- (a) every member of the Charity, and
 - (b) every person who is entitled to receive notice of general meetings.
64. The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

65. The Trustees must comply with the requirements of the Charities Act 1993 with regard to—
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
66. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

INDEMNITY

67. Every Trustee or other officer or auditor of the Charity shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Charity against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office, that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour or in which he or she is acquitted or any liability in connection with an application in which relief is granted to him or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity.
68. The Charity shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Charity may sustain or incur in connection with the execution of the duties of his or her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Trustee).

DISSOLUTION

69. 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 or distributed amongst the members of the Charity, but shall be transferred to some other charitable institution having objects similar to the objects of the Charity, or to some institution the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

INTERPRETATIONS

70. In these articles—

"the Charity" means the company to which these articles apply.

"the Act" means the Companies Act 2006.

"the Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.

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

"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,

"clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect.

"connected person" means—

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

"electronic form" has the meaning given in section 1168 of the Act;

"employee" means anyone holding a current contract of employment with the Charity.

"in writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

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