

Company number: 02266883

**Certificate of passing of a special resolution**  
**of**  
**Colchester and Tendring Women's Refuge ("the Charity")**

The following resolution was duly passed as a special resolution on [insert date 8 Oct 2015] by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

**SPECIAL RESOLUTION**

*That the draft Memorandum and Articles of Association attached to this written special resolution be and are hereby adopted as the Memorandum and Articles of Association of the Charity in substitution for, and to the exclusion of, the Charity's existing Memorandum and Articles of Association*

Signed: Wendy McNichols  
Name Wendy McNichols  
Position Treasurer & Trustee  
Date: 15 Feb 2016

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**Minutes of the Trustees of Colchester and Tendring Women's Refuge**  
**8 October 2015 at 7 pm**  
**Big House**

Item	Subject	Action
1	<b>In attendance</b>  Mo Oliver (MO) – Chair Julie Powell (JP) – Secretary Kate Clark (KC) June Freeman (JF) Anne Kiely (AK) – appointed as minutes secretary for this meeting Cindy Salmon (CS) Jane Wilson (JW) Sanna Westwood (SW) – Interim Executive Director	
2	<b>Apologies for absence</b>  Apologies were received from Chris Lee, Nancy McNichols and Clare Rhatigan.	
3	<b>Minutes of the meeting held on 10 September 2015</b>  These were agreed as a correct record.	
4	<b>Matters arising from the minutes of 10 September</b>  a) The Child Safeguarding policy was formally adopted at the September meeting after some amendments and this is minuted.  b) JP had spoken to Ian from Shake and will meet with him next week.	JP
5	<b>Interim Executive Director's report</b>  a) Sanna had met with the women's and children's services team. A query had been raised about the request for volunteers to change their working hours to provide a longer period of cover at both refuges as there had been a number of incidents and call-outs that could potentially have been mitigated had there been a staff presence. Lorna had agreed to go to the refuges over the coming weekend.  b) Sanna asked for clarification about the Christmas working hours. It was agreed that the practice of allowing normal working days during the 10-day holiday period to be worked on a rota/on call basis would be confirmed. However, staff were to be made aware that this was highly unlikely to continue in the future as new contracts required a service to be delivered over that period. Sanna would talk to Justine and Kathy to arrange a rota and ensure that the rota was allocated equitably across all of the services.  c) Sanna had met with the Women's and Children's Services staff teams and also five of the volunteers. Some volunteers had shown interest in an increased role and there was concern about the lack of parking spaces. The recent incident at the refuges had highlighted the need	SW

	<p>for training on managing conflict and aggression and this will be explored over the coming months. In the meantime Maria Haydon has agreed to run a debrief session for staff and residents (separately).</p> <p>d) Many different Halloween and Christmas events were being planned.</p> <p>e) It would not be possible to complete the assessment for re-accreditation with Investors in People. It was agreed that this would be deferred again. We will need to go through the complete assessment process if we wish to become IIP accredited again in the future.</p> <p>f) Children in Need have agreed to fund £115,000 over 3 years for the children's services post. The bid to Golden Bottle had been deferred. There is a problem with the Comic Relief bid as ACE funding was committed to the project but no permission from ACE to do this has been obtained. Sanna is looking to resolve it.</p>	
6	<p><b>Essex Domestic Abuse Support Services (EDASS)</b></p> <p>Payments from Safer Places have been confirmed for October and November. We still have no contract and there are many issues to be resolved. Sanna and Nancy will be attending a meeting with Safer Places on 15 October, but it is not clear whether there are any other bidders involved.</p> <p>A major issue is the indication in the service specification that only 5% of clients who were resident outside Essex will be funded. In September, there were 14 referrals, only nine of whom were from Essex and currently only five residents originated from Essex.</p> <p>There was a discussion about whether we will be able to get funding from other counties. It was agreed that we need a costing model (Debbie has prepared one for discussion). We will need a plan for accessing out-of-county referrals that could provide revenue funding.</p> <p>It was agreed that Sanna could share referral information with Basildon/Thurrock. She also has strategic meetings with Tendring and Colchester Council officers to keep them up to date.</p> <p>All agreed that restructuring of staff will be necessary, regardless of the outcome of further discussions with Safer Places. Sanna is taking advice on how to go about restructuring. There will be training requirements and cost implications. Re-profiling of our services is necessary to meet the expectations of Commissioners and other funders.</p> <p>It was agreed unanimously that Anne Taylor would work with Sanna to support the restructure activity, including looking at job descriptions, staffing requirements and TUPE implications. It was agreed that Anne should be issued with a new contract.</p>	SW
7	<p><b>Amendment to licences</b></p> <p>It was proposed by JW and seconded by JP that we amend our licences to occupy rooms to state that the length of stay is 4 months, with 6 months allowable in exceptional circumstances.</p> <p>This was adopted.</p>	SW



8	<p><b>Request for salary increase for Michelle Linyard</b></p> <p>This was <u>not</u> approved because of the current financial situation and restructure activity.</p>	
9	<p><b>Housekeeping report</b></p> <p>This was tabled</p>	
10	<p><b>The DRIVE project</b></p> <p>This is a community-based intervention for high risk perpetrators of domestic violence and abuse of any gender, aged over 16.</p> <p>A tender will be submitted on 9 October and we will hear by 23 October whether we will be invited for interview.</p>	
11	<p><b>Meeting for Trustees, staff and volunteers 22 October</b></p> <p>Sanna has asked some staff to change hours to work from 10 am to 6 pm instead of 9 am to 5 pm so that they can attend the event at First Site.</p>	
	<p><b>Public awareness event 3 November, First Site</b></p> <p>Invitations would be sent by e-mail. Julie asked for assistance with finding e-mail addresses.</p>	
13	<p><b>Discussion on strategic planning</b></p> <p>Sanna's brother, Matthew Last, had very kindly offered to meet with the Trustees to facilitate a discussion on strategy. It was agreed that this would take place on Wednesday 14 November from 6.30 pm at the Lepra offices in Middleborough.</p>	
14	<p><b>Special resolution : amendment to our Memorandum and Articles of Association</b></p> <p>The Charity Commission had provided consent, under section 198 of the Charities Act 2011, that the objectives be changed to:</p> <ul style="list-style-type: none"> <li>• To provide for the relief of need, hardship or distress among adults, particularly but not limited to women and children who have suffered or who are in fear of suffering domestic violence; and</li> <li>• To undertake research and promote education into the causes of domestic violence and to disseminate the useful results of such research</li> </ul> <p>The resolution was proposed by Mo Oliver, seconded by Julie Powell and unanimously adopted.</p> <p>It was noted that Information on the Charity Commission's website needs to be changed.</p> <p>Discussion of a potential change of name for the charity was deferred to the next meeting.</p>	JP

15	<p><b>Volunteers</b></p> <p>A new admin volunteer has recently started.</p> <p>Deborah needs assistance as she no longer has a finance assistant.</p> <p>Eleanor is attending a course for Assistant Accounting Technician one day a week. None of the Trustees were aware of these arrangements or whether any payment for the course is being made by us.</p> <p>It was agreed that a part-time finance assistant could be appointed for 6 months, funded from the £10,000 legacy from Leonora Davidoff.</p>	
16	<p><b>Leonora Davidoff RIP</b></p> <p>JF explained that this woman, who was a professor at the University of Essex, had been a close friend and was very interested in the Refuge.</p>	
17	<p><b>Amanda Root, Patron</b></p> <p>Amanda had been in contact with JF about a charity she had founded, called Talitha Arts. She is offering a pilot series of six creative arts workshops (2 hours each), free of charge. These would either be for residents or outreach. All of the Trustees were enthusiastic about the proposal. JF will pass the information on to Maria Haydon and reply to Amanda.</p>	
18	<p><b>Items for discussion at a future meetings</b></p> <p>a) the name of the charity b) recruitment of a CEO c) recruitment of Trustees</p>	
	<p>Date of next meeting: 12 November 2015 – The Big House – 7pm</p>	

*Doneel*  
12/11/15

CRN 2266883

**THE COMPANIES ACT 1985**

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

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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
COLCHESTER AND TENDRING WOMEN'S REFUGE**

**incorporated on the 13<sup>th</sup> June 1988**

**As amended by Special Resolution dated September 26<sup>th</sup> 1997,**

**Written Resolution dated October 14<sup>th</sup> 1999**

**and Written Resolution dated 28<sup>th</sup> July 2001**

**and Written Resolution dated 24<sup>th</sup> November 2003**

**and Resolution on 8 October 2015**

**Bates, Wells & Braithwaite  
10 Queen Street Place  
London EC4R 1BE  
Ref: OH/JB/014134.8**

**The Companies Act 1985**

**Company Limited by Guarantee  
And not having a Share Capital**

**MEMORANDUM OF ASSOCIATION**

of

**COLCHESTER AND TENDRING WOMEN'S REFUGE**

- 1 We the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

Names and addresses of subscribers

David Black  
Centurion House  
St Johns Street  
Colchester, Essex CO2 7AH

Dennis Black  
Centurion House  
St Johns Street  
Colchester, Essex CO2 7AH

Dated this 25<sup>th</sup> day of May 1988

Witness to the above signature

Julie Bird  
51 Hunter Drive  
Lawford  
Manningtree  
Essex

**The Companies Act 1985**  
**Company Limited By Guarantee**  
**and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

of

COLCHESTER AND TENDRING WOMEN'S REFUGE

**Interpretation**

1        In these articles

‘the Association’ means the company intended to be regulated by these articles,

‘the Act’ means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

‘the articles’ means these Articles of Association of the Association,

‘Associate Members’ means the persons who are appointed associate members under the articles,

‘clear days’ in relation to the period of a notice means the 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,

‘Company Law Members’ means the members of the company for the purpose of the Act,

‘company secretary’ means the company secretary of the Association or any other person appointed to perform the duties of the company secretary of the Association, including a joint, assistant or deputy secretary,

‘executed’ includes any mode of execution,

‘Honorary Members’ means the persons who are appointed honorary members under the articles,

‘the memorandum’ means the memorandum of association of the Association,

‘office’ means the registered office of the Association,

‘the seal’ means the common seal of the Association if it has one,



‘the Trustees’ means the directors of the Association (and ‘Trustee’ has a corresponding meaning).

‘the United Kingdom’ means Great Britain and Northern Ireland, and

words importing the masculine gender only shall include the feminine gender Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act

2 The name of the company (“the Association”) is COLCHESTER AND TENDRING WOMEN’S REFUGE

3 The registered office of the Association will be in England and Wales

4 **OBJECTS<sup>1</sup>**

The Association’s Objects are

(a) to provide for the relief of need, hardship or distress among adults, particularly but not limited to women, and children who have suffered or who are in fear of suffering domestic violence, and

(b) to undertake research and promote education into the causes of domestic violence and to disseminate the useful results of such research

5 **POWERS**

To promote its objects but not for any other purpose the Association may -

5 1 provide temporary accommodation, safe refuge hereinafter referred to as “the Refuge” and material and moral support for adults and children who have suffered or who are in fear of suffering physical violence and/or mental abuse and to take such other lawful measures as may be deemed incidental or conducive to the aforesaid,

5 2 undertake research into the causes of domestic violence and to disseminate the results of such research,

5 3 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities,

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<sup>1</sup> Charity Commission consent to amendment of article 4 given on 16 September 2015

- 5 4 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes,
- 5 5 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results,
- 5 6 provide or procure the provision of counselling and guidance for beneficiaries,
- 5 7 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use,
- 5 8 subject to any consent required by law, sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable
- 5 9 subject to any consent required by law, borrow and raise money on such terms and security as the Association may think suitable,
- 5 10 raise funds and invite and receive contributions from any person(s) provided that the Association shall not undertake any permanent trading activities in raising funds,
- 5 11 carry on trade in the course of carrying out its objects,
- 5 12 carry on temporary trade ancillary to carrying out its objects,
- 5 13 incorporate subsidiary companies to carry on any trade,
- 5 14 employ and pay employees including such person as it shall deem necessary to manage and maintain the Refuge and professional or other advisors,
- 5 15 grant pensions and retirement benefits to employees of the Association and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Association and their dependants,
- 5 16 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or non-corporate with objects similar to the Association's objects and subscribe, lend or guarantee money to such charitable institutions,
- 5 17 undertake and execute any charitable trusts which may lawfully be undertaken by it,

- 5 18 invest and deal with the Association's money not immediately required for its objects in or upon any investments, securities, or property,
- 5 19 guarantee and become or give security for the performance of contracts by any person or company,
- 5 20 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments,
- 5 21 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or non-corporate with objects similar to the Association's objects,
- 5 22 pay out of its funds the costs of forming and registering the Association,
- 5 22A pay out of the funds of the Association the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association No such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not,<sup>2</sup>
- 5 23 do all such other lawful things as shall further the Association's objects
- 6 The income and property of the Association shall be applied solely towards the promotion of its Objects No part shall be paid or transferred directly or indirectly to members or Trustees of the Association except for payment in good faith of
- 6 1 reasonable and proper wages to any employee (not being a Trustee) for any services given to the Association and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Association,

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<sup>2</sup> Charity Commission consent to addition of clause 4 22A given on 25<sup>th</sup> October 2001 (thereafter renumbered as 5 22A)

- 6 2 interest on money lent to the Association at a reasonable and proper rate,
- 6 3 reasonable and proper rent for premises let to the Association,
- 6 4 fees or other benefits to any company of which a Trustee or member is also a member holding not more than 1/100th part of the capital,
- 6 4A reasonable and proper premiums in respect of indemnity insurance effected in accordance with article 5 22A,<sup>3</sup>
- 6 5 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of hers, when instructed by the Association to act in a professional capacity on its behalf, except that at no time shall a majority of the members of the Association or of the Trustees benefit under this provision and provided that any such member or Trustees shall withdraw from any meeting at which her appointment or remuneration or that of her partner is under discussion
- 7 The liability of the members is limited
- 8 Every member of the Association undertakes to contribute such amount as may be required, not exceeding £1, to the Association's assets if it should be wound up while she is a member or within one year after she ceases to be a member -
- 8 1 for the payment of the Association's debts and liabilities contracted before she ceased to be a member,
- 8 2 for the costs, charges and expenses of winding up, and
- 8 3 for the adjustment among themselves of the rights of persons who have contributed to the Association's assets

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<sup>3</sup> Charity Commission consent to addition of clause 5 4A (thereafter renumbered 6 4A) given on 25<sup>th</sup> October 2001

- 9 If any property remains after the Association has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Association. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as article 6 imposes upon the Association. The institution or institutions which are to benefit shall be chosen by the trustees of the Association at or before the time of winding up or dissolution.

## **Members**

- 10 There are three classes of membership of the Association -
- (A) Company Law Members who shall be such persons as are appointed Trustees in accordance with the Articles. A Company Law Member shall cease to be a Company Law Member if she ceases to be a Trustee.
  - (B) Associate Members who shall be such persons as are invited to be Associate Members by the Trustees. The Trustees may remove any person from associate membership at any time. Associate Members may resign from office at any time by notice in writing to the Trustees.
  - (C) Honorary Members who shall be such person as are invited to be Honorary Members by the Trustees. The Trustees may remove any person from honorary membership at any time. Honorary Members may resign from office at any time by notice in writing to the Trustees.
- 11 Membership shall not be transferable and shall cease on death.
- 12 No staff of the Association may be members of the Association.
- 13 *Associate and Honorary Members*
- (A) Associate and Honorary Members shall have no rights to attend or vote at meetings of the Company Law Members and meetings of the Trustees but may attend on the invitation of the Trustees. Subject thereto the Associate and Honorary Members shall have such rights as the Trustees shall from time to time decide.

## **General Meetings**

- 14 The Association shall hold an annual general meeting of Company Law Members each year in addition to any other

meetings in that year, and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings of Company Law Members other than annual general meetings shall be called extraordinary general meetings.

- 15 The purposes of an annual general meeting shall include election of the Trustees and officers of the Association, consideration of annual reports from the officers, approval of accounts, appointment of an independent auditor, and such other business as the Trustees may decide.
- 16 The Trustees may call general meetings and, on the requisition of Company Law Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than twenty eight days after receipt of the requisition.

#### **Notice of General Meetings of Company Law Members**

- 17 An annual general meeting, and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee, shall be called by at least twenty one days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
  - (A) In the case of an annual general meeting, by all the Company Law Members entitled to attend and vote, and
  - (B) In the case of any other meeting by a majority in number of Company Law Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Company Law Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Company Law Members and to the Trustees and auditors.

- 18 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

### **Proceedings at General Meetings**

- 19 No business shall be transacted at any meeting unless a quorum is present One quarter of the total number of Company Law Members entitled to attend and vote on the business to be transacted shall constitute a quorum
- 20 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine
- 21 The Chair if any of the Trustees or in her absence the Vice-Chair and subject thereto some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the Chair nor the Vice-Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act she shall be chair The chair of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in her absolute discretion, but subject to the articles, she shall think fit
- 22 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting Otherwise it shall not be necessary to give any such notice
- 23 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded by the chair or any Company Law Member present in person

- 24 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 25 The demand for a poll may be withdrawn
- 26 A poll shall be taken as the chair directs The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote she may have
- 28 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded
- 29 A resolution in writing executed by each Company Law Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Company Law Members The date of a written resolution shall be the date on which the last Company Law Member signs

#### **Votes of Company Law Members**

- 30 Subject to Articles 27 and 31 every Company Law Member shall have one vote
- 31 No Company Law Member may vote on any matter in which she is personally interested, financially or otherwise, or debate on such a matter without in either case the permission of the majority of the Company Law Members present at the meeting, such permission to be given or withheld without discussion
- 32 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Trustees may require or in any other common or usual form



## **Trustees**

- 33 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. The Trustees shall include the Chair, Treasurer and Secretary and such other officers as the Company Law Members shall determine.

## **Powers of Trustees**

- 34 Subject to the provisions of the Act, the memorandum and the articles the business of the Association shall be managed by the Trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 35 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- (1) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association,
  - (2) to enter into contracts on behalf of the Association.
- 36 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any such two persons as the Trustees shall from time to time determine.
- 37 The Trustees may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, as they think fit.

## **Appointment and retirement of Trustees**

- 38 At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Trustee who is subject to retirement by rotation, she shall retire
- 39 Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot
- 40 If the Association at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall if willing to act be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost
- 41 No person, other than a Trustee retiring by rotation, shall be appointed or reappointed a Trustee at any general meeting unless
- (1) she is recommended by the Trustees, or
  - (2) not less than four nor more than thirty-eight clear days before the date appointed for the meeting, notice executed by a Company Law Member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if she were so appointed or reappointed, be required to be included in the Association's register of Trustees together with written notice from that person of her willingness to be appointed or reappointed
- 42 No person may be appointed as a Trustee
- (A) if they are under the age of eighteen years, or
  - (B) in circumstances such that, had she already been a Trustee, she would have been disqualified from acting under the provisions of Article 46
- 43 Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill

a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire

- 44 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, she shall vacate office at the conclusion thereof
- 45 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed

#### **Disqualification and removal of Trustees**

- 46 A Trustee shall cease to hold office if she -
- (A) becomes bankrupt or she makes any arrangement or composition with her creditors generally,
  - (B) ceases to be a Trustee by virtue of any provision in the Act or 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),
  - (C) becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs,
  - (D) is convicted of an offence which is likely to bring the Association into disrepute,
  - (E) resigns her office by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect),
  - (F) is absent without the permission of the Trustees from three consecutive Trustees' meetings and the Trustees resolve that her office be vacated (unless the reason for the absence is due to illness, holiday or bereavement and she has notified the company secretary giving details of the category of absence), or
  - (G) at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Trustee be removed from office. Such a resolution shall not be passed

unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees

### **Trustees' expenses**

- 47 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

### **Proceedings of Trustees**

- 48 Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the company secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote
- 49 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed shall be, and in any case shall never be less than two
- 50 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 51 The Trustees may appoint one of their number to be the Chair and may at any time remove her from that office, provided that no person may act as Chair for a continuous period of more than three years. Unless she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which she is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting

- 52 The Trustees may appoint one or more sub-committees consisting of such persons as they think fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees
- 53 All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote
- 54 A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees The date of a written resolution of the Trustees or a sub-committee shall be the date on which the last person signs

### **Company Secretary**

- 55 Subject to the provisions of the Act, a company secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any company secretary so appointed may be removed by them A provision of the Act or the articles requiring or authorising a thing to be done by or to a member of the Trustees and the company secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as the company secretary

### **Minutes**

- 56 The Trustees shall keep minutes in books kept for the purpose
- (A) of all appointments of officers made by the Trustees, and
- (B) of all proceedings at meetings of the Association and of the Trustees including the names of the Trustees present at each such meeting

## **The Seal**

- 57 The seal shall only be used by the authority of the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the company secretary or by a second Trustee.

## **Accounts**

- 58 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## **Annual Report**

- 59 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

## **Annual Return**

- 60 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

## **Notices**

- 61 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- 62 The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to her shall be entitled to have notices given to her at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
- 63 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 64 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that

the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **Indemnity**

- 65 Subject to the provisions of the Act every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and no Trustee or other officer shall be liable for any loss, damage or misfortune which may happen to be or be incurred by the Association in the execution of the duties of her office or in relation thereto.

### **Rules**

- 66 (1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate
- (i) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes,
  - (ii) the procedures at general meetings of the Company Law Members, meetings of the members and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles,
  - (iii) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Association in general meeting of the Company Law Members shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules or bye laws, which shall be binding on all members of the Association. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

### **Trustees' Indemnity Insurance**

- 67 Notwithstanding article 31 or any other provision of the articles, the Trustees shall have power to resolve pursuant to article 5 22A to effect trustees' indemnity insurance, despite their interest in such policy <sup>4</sup>

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<sup>4</sup> Chanty Commission consent to addition of Article 61 (thereafter renumbered article 67) given on 25<sup>th</sup> October 2001