

**AUTISM WESSEX**

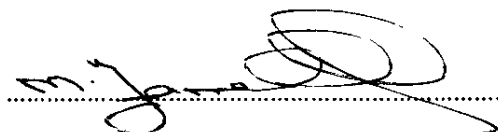
(Company number 02506982)

**SPECIAL RESOLUTION**

At a general meeting of the Company held on 19<sup>th</sup> November 2018 the following resolution was passed as a special resolution of the Company:

“That the draft articles of association initialled by the chair of the meeting for the purposes of identification be adopted as the articles of association in place of and to the exclusion of the current articles”.

A copy of the draft articles of association initialled by the chair of the meeting is attached.

A handwritten signature in black ink, appearing to read 'M. Farrell', is written over a horizontal dotted line.

Malcolm Farrell  
Chairman



**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**of**

**AUTISM WESSEX**

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# ARTICLES OF ASSOCIATION<sup>1</sup>

## 1. NAME

The company's name is **Autism Wessex** and in these articles it is called "the Charity".

## 2. INTERPRETATION

2.1 In the articles, unless the context requires otherwise the following expressions shall have the meaning assigned to them:

<b>address</b>	a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Charity;
<b>articles</b>	the Charity's articles of association;
<b>associate member</b>	any person admitted to associate membership of the Company in accordance with article 11;
<b>bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
<b>chairman</b>	the person appointed to chair meetings of the directors in accordance with article 33.1;
<b>chairman of the meeting</b>	the person chairing a meeting in article 18;
<b>Charities Act</b>	the Charities Act 2011;
<b>clear days</b>	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
<b>the Commission</b>	the Charity Commission for England and Wales;
<b>Companies Acts</b>	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;
<b>connected person</b>	a. a child, parent, grandchild, brother or sister of a director;

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<sup>1</sup> Adopted by a special resolution passed on 19 November 2018



- b. the spouse or civil partner of a director or of any person falling within a. above;
- c. a person carrying on business in partnership with any person falling within a. or b. above;
- d. an institution that is controlled
  - i. by a director or any connected person falling within a., b. or c. above, or
  - ii. by two or more persons falling within d. i. above, when taken together
- e. a body corporate in which:
  - i. the director or any connected person falling within a., b. or c. above has a substantial interest; or
  - ii. two or more persons falling within e. i. above who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act apply for the purposes of interpreting the terms used in this article.

<b>director</b>	a director of the Charity, and includes any person occupying the position of director, by whatever name called The directors of the Charity are Charity trustees as defined by Section 177 of the Charities Act;
<b>document</b>	includes, unless otherwise specified, any document sent out or supplied in electronic form;
<b>electronic form</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>member</b>	any person who is admitted to membership of the Charity and whose name is entered in its register of members,
<b>the objects</b>	the objects of the Charity set out in article 4;
<b>officers</b>	the directors and the secretary;
<b>ordinary resolution</b>	has the meaning given in section 282 of the Companies Act 2006,
<b>proxy notice</b>	has the meaning given in article 22;

<b>secretary</b>	means any person appointed to perform the duties of the secretary of the Charity;
<b>special resolution</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>subsidiary</b>	has the meaning given in section 1159 of the Companies Act 2006;
<b>the United Kingdom</b>	means Great Britain and Northern Ireland;
<b>writing</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 2.2 Words importing one gender shall include all genders.
- 2.3 The singular shall include the plural and vice versa.
- 2.4 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding upon the Charity.
- 2.5 Apart from the exception in article 2.4 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force
- 2.6 The headings shall not be taken into account in the interpretation of these articles.

### **3. LIABILITY OF MEMBERS**

- 3.1 The liability of each member is limited to a sum not exceeding £1 being the amount that each member promises to contribute to the assets of the Charity if it is wound up while he is a member or within one year after he ceases to be a member for
- 3.1.1 payment of the Charity's debts and liabilities incurred before he ceases to be a member,
- 3.1.2 payment of the costs, charges and expenses of winding up, and
- 3.1.3 adjustment of the rights of the contributories among themselves.

### **4. OBJECTS**

- 4.1 The Charity's objects are for the public benefit for the provision of education, social care, advocacy and other support services to those whose lives are affected by autism, learning and developmental difficulties or mental health difficulties

## 5. POWERS

- 5.1 The Charity has power to do anything that may further the objects or that is conducive or incidental to doing so. In particular, the Charity has the following powers:
- 5.1.1 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 - 122 (inclusive) of the Charities Act;
  - 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for the performance of any grant conditions or the discharge of any obligation. The Charity must comply as appropriate with sections 124 - 126 (inclusive) of the Charities Act, if it wishes to mortgage land;
  - 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
  - 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
  - 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
  - 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - 5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article,
  - 5.1.10 to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary in accordance with section 247 Companies Act;
  - 5.1.11 to:
    - a. deposit or invest funds;
    - b. employ a professional fund-manager; and



- c. arrange for the investments or other property of the Charity to be held in the name of a nominee;

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

- 5.1.12 to provide indemnity insurance for the directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 5.1.13 to do all such other lawful things as are necessary for the achievement of the objects.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the objects.

- 6.2 Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

- 6.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity,

- 6.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity

### **6.3**

- 6.3.1 A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.

- 6.3.2 A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with article 5.1.12

- 6.3.3 A director may receive an indemnity from the Charity in the circumstances specified in article 42.

- 6.3.4 A director may not receive any other payment unless it is authorised by article 7.

## **7. PAYMENTS OR BENEFITS TO DIRECTORS AND CONNECTED PERSONS**

- 7.1 No director or connected person may:

- 7.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

- 7.1.2 sell goods, services or any interest in land to the Charity;
- 7.1.3 be employed by, or receive any remuneration from, the Charity;
- 7.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause 7.2 or authorised by the court or by the Commission.

In this article "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

## 7.2

- 7.2.1 A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way
- 7.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in Sections 185 and 186 Charities Act.
- 7.2.3 Subject to sub clause 7.3 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person
- 7.2.4 A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which shall be the higher of 2% per annum and 1% per annum above the Bank of England Base Rate.
- 7.2.5 A director or connected person may receive rent for premises let by the director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper.
- 7.2.6 A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7.3 The Charity and its directors may only rely upon the authority provided by sub-clause 7.2.3 if each of the following conditions is met:

- 7.3.1 The amount or the maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the director or connected person supplying the goods (the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity.
- 7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- 7.3.3 The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- 7.3.4 The conflict of interest between the Charity and the supplier is managed in accordance with article 5.
- 7.3.5 The reason for their decision is recorded by the directors in the minute book.
- 7.3.6 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- 7.4 In sub-clauses 7.2 and 7.3 of this article, "charity" includes any company in which the Charity:
  - 7.4.1 holds more than 50% of the shares, or
  - 7.4.2 controls more than 50% of the voting rights attached to the shares, or
  - 7.4.3 has the right to appoint one or more directors to the board of the company

## **8. DECLARATION OF DIRECTORS' INTERESTS**

- 8.1 A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity that has not previously been declared. A director must absent himself from any discussions of the Charity's directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and shall not be counted in the quorum for the meeting or be entitled to vote at the meeting.

## **9. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- 9.1 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
  - 9.1.1 The conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
  - 9.1.2 The conflicted director does not vote on any such matter and is not to be counted in the quorum when considering whether a quorum of directors is present at the meeting; and



- 9.1.3 The unconflicted directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying
- 9.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to a conflict that does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **10. MEMBERS**

- 10.1 Each director shall be ex officio a member of the Charity and no-one other than a director shall be admitted to membership of the Charity.
- 10.2 Membership is not transferable.
- 10.3 The directors must keep a register of the names and addresses of the members.

## **11. ASSOCIATE MEMBERSHIP**

- 11.1 Anyone who at the date of adoption of these articles was a member of the Charity but not a director shall become an associate member.
- 11.2 An associate member shall not be considered a member for the purposes of the Companies Acts and shall not be subject to the obligations of a member or entitled to exercise the rights of a member except as may be set out in this article or in article 12.
- 11.3 An associate member shall be entitled to notice of and to attend the annual general meeting of the Charity but shall not be counted in the quorum or entitled to vote. An associate member may speak at an annual general meeting at the invitation of the chairman of the meeting.
- 11.4 The Charity must keep a register of the names and addresses of the associate members but such register shall not form part of the statutory books of the Charity.

## **12. TERMINATION OF MEMBERSHIP**

- 12.1 Membership of the Charity is terminated if the member ceases to be a director.
- 12.2 A member may not resign whilst he or she remains a director.
- 12.3 Associate membership is terminated if:
- 12.3.1 the associate member dies,
  - 12.3.2 the associate member resigns by written notice to the Charity;
  - 12.3.3 any sum due from the associate member to the Charity is not paid in full within six months of it falling due and the directors resolve that the associate member be removed from membership;



12.3.4 the associate member is removed from associate membership by a resolution of the directors that it is in the best interests of the Charity that his membership is terminated. A resolution to remove an associate member from associate membership may only be passed if

- a. the associate member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- b. the associate member, at the option of the associate member, the associate member's representative (who need not be a member or associate member of the Charity) has been allowed to make representations to the meeting.

### **13. SUBSCRIPTIONS**

- 13.1 The directors may set such annual subscriptions for membership or associate membership as the directors may from time to time think fit
- 13.2 The directors may permit the payment of annual subscriptions in advance for periods of up to three years and may set a subscription for lifetime associate membership.
- 13.3 No subscription shall be repayable, in whole or in part upon a member or associate member ceasing to be a member or associate member.

### **14. ANNUAL GENERAL MEETINGS**

- 14.1 An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

### **15. NOTICE OF GENERAL MEETINGS**

- 15.1 The directors may call a general meeting at any time.
- 15.2 The minimum periods of notice required to hold a general meeting of the Charity are:
  - 15.2.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution
  - 15.2.2 fourteen clear days for all other general meetings.
- 15.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 15.4 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out



the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22 .

- 15.5 The notice must be given to all the members and to the directors and, if the Charity is required to appoint or has appointed auditors, to the auditors.
- 15.6 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

## **16. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 16 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 16 2 A person is able to exercise the right to vote at a general meeting when
  - 16.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 16.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 16.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 16 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 16 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 16.6 The chairman of the meeting may permit persons who are not members of the Charity to attend and speak at a general meeting but they shall not be entitled to vote or be counted in the quorum.

## **17. QUORUM FOR GENERAL MEETINGS**

- 17 1 No business shall be transacted at any general meeting unless a quorum is present.
- 17.2 A quorum is.
  - 17 2.1 if the total number of members is twelve or more, six members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting; or



- 17.2.2 if the total number of members is eight or more but fewer than twelve, five members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting; or
- 17.2.3 if the total number of members is fewer than eight, one half of the members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting. If one half of the members is not a whole number, the quorum shall be the next highest whole number
- 17.3 If
- 17.3.1 a quorum is not present within half an hour from the time appointed for the meeting, or
- 17.3.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine
- 17.4 The directors must reconvene an inquorate meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 17.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

## **18. CHAIRING GENERAL MEETINGS**

- 18.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 18.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start the directors present must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

## **19. ADJOURNMENT**

- 19.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 19.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.



- 19.3. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 19.4 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 19.5 If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

## **20. VOTES OF MEMBERS**

- 20.1 Every member shall have one vote.
- 20.2 It shall be the duty of each member to exercise his powers as a member of the Charity in the way that the member decides in good faith would be most likely to further the Objects.
- 20.3 If the votes for and against an ordinary resolution are equal, the chairman will not have a second or casting vote and the resolution will not be passed
- 20.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

## **21. VOTING: PROCEDURE**

- 21.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 21.1.1 by the person chairing the meeting; or
- 21.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting, or
- 21.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 21.2 The declaration by the chairman of the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 21.3 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 21.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.



- 21.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 21.6 A poll must be taken as the chairman of the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 21.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21.8 A poll shall be taken within the following time limits:
- 21.8.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
  - 21.8.2 A poll demanded on any other question must be taken either immediately or at such time and place as the chairman of the meeting directs.
  - 21.8.3 The poll must be taken within thirty days after it has been demanded.
  - 21.8.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 21.9 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

## **22. PROXY NOTICES**

- 22.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 22.1.1 states the name and address of the member appointing the proxy;
  - 22.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - 22.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 22.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- 22.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 22.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 22.4 Unless a proxy notice indicates otherwise, it must be treated as



- 22.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 22.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **23. DELIVERY OF PROXY NOTICES**

- 23.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 23.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 23.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 23.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **24. AMENDMENTS TO RESOLUTIONS**

- 24.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 24.1.1 notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - 24.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 24.2 A special resolution or an ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution, if
  - 24.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 24.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 24.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.



## **25. WRITTEN RESOLUTIONS**

- 25.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 25.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 25.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 25.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 25.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

## **26. DIRECTORS**

- 26.1 A director must be a natural person aged 16 years or older provided that a majority of the directors must be aged 18 years or older.
- 26.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 29
- 26.3 The number of directors must not less than six but (unless otherwise determined by ordinary resolution) it is not subject to any maximum.
- 26.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **27. POWERS OF DIRECTORS**

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

## **28. APPOINTMENT OF DIRECTORS**

- 28.1 The directors may at any time resolve to appoint any person who is eligible and willing to be a director to be a director and a member of the Charity for a term of three years.
- 28.2 A director shall retire on the third anniversary of his or her appointment as a director but may be re-appointed for a consecutive term of a further three years by a resolution of the other directors
- 28.3 A director who has served three consecutive terms of three years must retire on the expiry of the third term and shall not be eligible for re-appointment until the second anniversary of his or her retirement.
- 28.4 A director who has served more than nine years in office on the date of the adoption of these articles must retire but shall be eligible for re-appointment on the second anniversary of the date of his or her retirement.
- 28.5 If the number of directors is less than the minimum number of directors specified in article 26.3 the remaining directors may appoint any person who is willing to act to be a director and a member.
- 28.6 The appointment of a director must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **29. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 29.1 A director shall cease to hold office if he or she:
- 29.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 29.1.2 is disqualified from acting as a trustee by virtue of sections 178 or 179 of the Charities Act,
  - 29.1.3 ceases to be a member of the Charity;
  - 29.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 29.1.5 resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
  - 29.1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
  - 29.1.7 is removed from office by a resolution of the other directors passed by a simple majority that it is in the best interests of the Charity that he be



removed from office. A resolution to remove a director may only be passed if

- a the director has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- b. the director or, at the option of the director, the director's representative (who need not be a member of the Charity) has been allowed to make representations (orally or in writing) to the meeting.

### **30. REMUNERATION**

The directors must not be paid any remuneration unless it is authorised by article 7

### **31. PROCEEDINGS OF DIRECTORS**

- 31.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- 31.2 Any director may call a meeting of the directors.
- 31.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 31.4 A meeting may be held by suitable electronic means by which each participant may communicate with all the other participants.

### **32. QUORUM FOR MEETINGS OF THE DIRECTORS**

- 32.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means in which a participant or participants may communicate with all the other participants.
- 32.2 A quorum is
  - 32.2.1 if the total number of directors is twelve or more, six directors; or
  - 32.2.2 if the total number of directors is eight or more but fewer than twelve, five directors; or
  - 32.2.3 if the total number of directors is fewer than eight, one half of the directors. If one half of the directors is not a whole number, the quorum shall be the next highest whole number.
- 32.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

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### **33. CHAIR**

- 33.1 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 33.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 33.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### **34. RESOLUTIONS OF THE DIRECTORS**

- 34.1 Questions arising at a meeting shall be decided by a majority of votes.
- 34.2 In the case of an equality of votes, the person who is chairing the meeting will not have a second or casting vote and the resolution will not be passed
- 34.3 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
  - 34.3.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - 34.3.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 34.4 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **35. DELEGATION**

- 35.1 The directors may delegate any of their powers or functions to a committee which may comprise directors and persons who are not directors but which must include at least two directors. The terms of any delegation must be recorded in the minute book.
- 35.2 The directors may impose conditions when delegating, including the conditions that:
  - 35.2.1 the relevant powers are to be exercised exclusively by the committee to which they delegate;

35.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the directors.

35.3 The directors may revoke or alter a delegation.

35.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **36. VALIDITY OF DIRECTORS' DECISIONS**

36.1 Subject to article 36.2 all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

36.1.1 who was disqualified from holding office;

36.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

36.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without

36.1.4 the vote of that director; and

36.1.5 that director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting.

36.2 Article 36.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 36.1 the resolution would have been void, or if the director has not complied with article 8

### **37. SEAL**

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

### **38. MINUTES**

38.1 The directors must keep minutes of all:

38.1.1 appointments of officers made by the directors;

38.1.2 proceedings at meetings of the Charity,

38.1.3 meetings of the directors and committees of directors including

- a. the names of the directors present at the meeting;
- b. the decisions made at the meetings; and
- c. where appropriate, the reasons for the decisions.

### **39. ACCOUNTS**

39.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

39.2 The directors must keep accounting records as required by the Companies Acts

### **40. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

40.1 The directors must comply with the requirements of the Charities Act with regard to the:

40.1.1 transmission of the statements of account to the Commission;

40.1.2 preparation of an Annual Report and its transmission to the Commission;

40.1.3 preparation of an Annual Return and its transmission to the Commission.

40.2 The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **41. MEANS OF COMMUNICATION TO BE USED**

41.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

41.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

41.3 Any notice to be given to or by any person pursuant to the articles:

41.3.1 must be in writing; or

41.3.2 must be given in electronic form.



- 41.4 The Charity may give any notice to a member either:
- 41.4.1 personally; or
  - 41.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 41.4.3 by leaving it at the address of the member, or
  - 41.4.4 by giving it in electronic form to the member's address.
  - 41.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
- 41.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 41.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 41.7 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 41.8 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
- 41.8.1 48 hours after the envelope containing it was posted; or
  - 41.8.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 41.9 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **42. INDEMNITY**

- 42.1 The Charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 42.2 In this article a "relevant director" means any director or former director of the Charity.

## **43. RULES**

- 43.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

43.2 The bye laws may regulate the following matters but are not restricted to them:

- 43.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 43.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 43.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 43.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 43.2.5 generally, all such matters as are commonly the subject matter of company rules.

43.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

43.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

43.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

#### **44. DISPUTES**

44.1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must try in good faith to settle the dispute by mediation before resorting to litigation.

#### **45. DISSOLUTION**

45.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways.

45.1.1 directly for the Objects; or

45.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

45.1.3 to any charity or charities for use for particular purposes that fall within the Objects

45.2 Subject to any such resolution of the members of the Charity, the directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:

45.2.1 directly for the Objects; or

45.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

45.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

45.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no resolution in accordance with article 45.1 or 45.2 is passed by the members or the directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**of**

**AUTISM WESSEX**

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# ARTICLES OF ASSOCIATION<sup>1</sup>

## 1. NAME

The company's name is **Autism Wessex** and in these articles it is called "the Charity".

## 2. INTERPRETATION

2.1 In the articles, unless the context requires otherwise the following expressions shall have the meaning assigned to them:

<b>address</b>	: a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Charity;
<b>articles</b>	: the Charity's articles of association;
<b>associate member</b>	: any person admitted to associate membership of the Company in accordance with article 11;
<b>bankruptcy</b>	: includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>chairman</b>	: the person appointed to chair meetings of the directors in accordance with article 33.1;
<b>chairman of the meeting</b>	: the person chairing a meeting in article 18;
<b>Charities Act</b>	: the Charities Act 2011;
<b>clear days</b>	: in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>the Commission</b>	: the Charity Commission for England and Wales;
<b>Companies Acts</b>	: the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;
<b>connected person</b>	: a. a child, parent, grandchild, brother or sister of a director;

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<sup>1</sup> Adopted by a special resolution passed on 19 November 2018

- b. the spouse or civil partner of a director or of any person falling within a. above;
- c. a person carrying on business in partnership with any person falling within a. or b. above;
- d. an institution that is controlled:
  - i. by a director or any connected person falling within a., b. or c. above; or
  - ii. by two or more persons falling within d. i. above, when taken together
- e. a body corporate in which:
  - i. the director or any connected person falling within a., b. or c. above has a substantial interest; or
  - ii. two or more persons falling within e. ii. above who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act apply for the purposes of interpreting the terms used in this article.

<b>director</b>	: a director of the Charity, and includes any person occupying the position of director, by whatever name called. The directors of the Charity are Charity trustees as defined by Section 177 of the Charities Act;
<b>document</b>	: includes, unless otherwise specified, any document sent out or supplied in electronic form;
<b>electronic form</b>	: has the meaning given in section 1168 of the Companies Act 2006;
<b>member</b>	: any person who is admitted to membership of the Charity and whose name is entered in its register of members;
<b>the objects</b>	: the objects of the Charity set out in article 4;
<b>officers</b>	: the directors and the secretary;
<b>ordinary resolution</b>	: has the meaning given in section 282 of the Companies Act 2006;
<b>proxy notice</b>	: has the meaning given in article 22;



<b>secretary</b>	: means any person appointed to perform the duties of the secretary of the Charity;
<b>special resolution</b>	: has the meaning given in section 283 of the Companies Act 2006;
<b>subsidiary</b>	: has the meaning given in section 1159 of the Companies Act 2006;
<b>the United Kingdom</b>	: means Great Britain and Northern Ireland;
<b>writing</b>	: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.2 Words importing one gender shall include all genders.

2.3 The singular shall include the plural and vice versa.

2.4 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding upon the Charity.

2.5 Apart from the exception in article 2.4 a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2.6 The headings shall not be taken into account in the interpretation of these articles.

### 3. LIABILITY OF MEMBERS

3.1 The liability of each member is limited to a sum not exceeding £1 being the amount that each member promises to contribute to the assets of the Charity if it is wound up while he is a member or within one year after he ceases to be a member for:

3.1.1 payment of the Charity's debts and liabilities incurred before he ceases to be a member,

3.1.2 payment of the costs, charges and expenses of winding up, and

3.1.3 adjustment of the rights of the contributories among themselves.

### 4. OBJECTS

4.1 The Charity's objects are for the public benefit for the provision of education, social care, advocacy and other support services to those whose lives are affected by autism, learning and developmental difficulties or mental health difficulties.

## **5. POWERS**

5.1 The Charity has power to do anything that may further the objects or that is conducive or incidental to doing so. In particular, the Charity has the following powers:

- 5.1.1 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 - 122 (inclusive) of the Charities Act;
- 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for the performance of any grant conditions or the discharge of any obligation. The Charity must comply as appropriate with sections 124 - 126 (inclusive) of the Charities Act, if it wishes to mortgage land;
- 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- 5.1.10 to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary in accordance with section 247 Companies Act;
- 5.1.11 to:
  - a. deposit or invest funds;
  - b. employ a professional fund-manager; and

- c. arrange for the investments or other property of the Charity to be held in the name of a nominee;

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

- 5.1.12 to provide indemnity insurance for the directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 5.1.13 to do all such other lawful things as are necessary for the achievement of the objects.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the objects.

- 6.2 Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

- 6.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 6.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

### **6.3**

- 6.3.1 A director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- 6.3.2 A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with article 5.1.12
- 6.3.3 A director may receive an indemnity from the Charity in the circumstances specified in article 42.
- 6.3.4 A director may not receive any other payment unless it is authorised by article 7.

## **7. PAYMENTS OR BENEFITS TO DIRECTORS AND CONNECTED PERSONS**

- 7.1 No director or connected person may:

- 7.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

- 7.1.2 sell goods, services or any interest in land to the Charity;
- 7.1.3 be employed by, or receive any remuneration from, the Charity;
- 7.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause 7.2 or authorised by the court or by the Commission.

In this article "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

## 7.2

- 7.2.1 A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do not benefit in this way.
- 7.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in Sections 185 and 186 Charities Act.
- 7.2.3 Subject to sub clause 7.3 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person.
- 7.2.4 A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which shall be the higher of 2% per annum and 1% per annum above the Bank of England Base Rate.
- 7.2.5 A director or connected person may receive rent for premises let by the director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper.
- 7.2.6 A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

## 7.3 The Charity and its directors may only rely upon the authority provided by sub-clause 7.2.3 if each of the following conditions is met:

- 7.3.1 The amount or the maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the director or connected person supplying the goods (the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity.
- 7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- 7.3.3 The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- 7.3.4 The conflict of interest between the Charity and the supplier is managed in accordance with article 8.
- 7.3.5 The reason for their decision is recorded by the directors in the minute book.
- 7.3.6 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- 7.4 In sub-clauses 7.2 and 7.3 of this article, "charity" includes any company in which the Charity:
  - 7.4.1 holds more than 50% of the shares; or
  - 7.4.2 controls more than 50% of the voting rights attached to the shares; or
  - 7.4.3 has the right to appoint one or more directors to the board of the company.

## **8. DECLARATION OF DIRECTORS' INTERESTS**

- 8.1 A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity that has not previously been declared. A director must absent himself from any discussions of the Charity's directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and shall not be counted in the quorum for the meeting or be entitled to vote at the meeting.

## **9. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- 9.1 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
  - 9.1.1 The conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 9.1.2 The conflicted director does not vote on any such matter and is not to be counted in the quorum when considering whether a quorum of directors is present at the meeting; and

9.1.3 The unconflicted directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.

9.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to a conflict that does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **10. MEMBERS**

10.1 Each director shall be ex officio a member of the Charity and no-one other than a director shall be admitted to membership of the Charity.

10.2 Membership is not transferable.

10.3 The directors must keep a register of the names and addresses of the members.

## **11. ASSOCIATE MEMBERSHIP**

11.1 Anyone who at the date of adoption of these articles was a member of the Charity but not a director shall become an associate member.

11.2 An associate member shall not be considered a member for the purposes of the Companies Acts and shall not be subject to the obligations of a member or entitled to exercise the rights of a member except as may be set out in this article or in article 12.

11.3 An associate member shall be entitled to notice of and to attend the annual general meeting of the Charity but shall not be counted in the quorum or entitled to vote. An associate member may speak at an annual general meeting at the invitation of the chairman of the meeting.

11.4 The Charity must keep a register of the names and addresses of the associate members but such register shall not form part of the statutory books of the Charity.

## **12. TERMINATION OF MEMBERSHIP**

12.1 Membership of the Charity is terminated if the member ceases to be a director.

12.2 A member may not resign whilst he or she remains a director.

12.3 Associate membership is terminated if:

12.3.1 the associate member dies,

12.3.2 the associate member resigns by written notice to the Charity;

12.3.3 any sum due from the associate member to the Charity is not paid in full within six months of it falling due and the directors resolve that the associate member be removed from membership;;

12.3.4 the associate member is removed from associate membership by a resolution of the directors that it is in the best interests of the Charity that his membership is terminated. A resolution to remove an associate member from associate membership may only be passed if:

- a. the associate member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- b. the associate member, at the option of the associate member, the associate member's representative (who need not be a member or associate member of the Charity) has been allowed to make representations to the meeting.

### **13. SUBSCRIPTIONS**

- 13.1 The directors may set such annual subscriptions for membership or associate membership as the directors may from time to time think fit.
- 13.2 The directors may permit the payment of annual subscriptions in advance for periods of up to three years and may set a subscription for lifetime associate membership.
- 13.3 No subscription shall be repayable, in whole or in part upon a member or associate member ceasing to be a member or associate member.

### **14. ANNUAL GENERAL MEETINGS**

- 14.1 An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.

### **15. NOTICE OF GENERAL MEETINGS**

- 15.1 The directors may call a general meeting at any time.
- 15.2 The minimum periods of notice required to hold a general meeting of the Charity are:
  - 15.2.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution
  - 15.2.2 fourteen clear days for all other general meetings.
- 15.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 15.4 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out

the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22 .

- 15.5 The notice must be given to all the members and to the directors and, if the Charity is required to appoint or has appointed auditors, to the auditors.
- 15.6 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.

## **16. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 16.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 16.2 A person is able to exercise the right to vote at a general meeting when:
  - 16.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 16.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 16.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 16.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 16.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 16.6 The chairman of the meeting may permit persons who are not members of the Charity to attend and speak at a general meeting but they shall not be entitled to vote or be counted in the quorum.

## **17. QUORUM FOR GENERAL MEETINGS**

- 17.1 No business shall be transacted at any general meeting unless a quorum is present.
- 17.2 A quorum is:
  - 17.2.1 if the total number of members is twelve or more, six members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting; or



17.2.2 if the total number of members is eight or more but fewer than twelve, five members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting; or

17.2.3 if the total number of members is fewer than eight, one half of the members present in person or by proxy (in accordance with Article 16) and entitled to vote upon the business to be conducted at the meeting. If one half of the members is not a whole number, the quorum shall be the next highest whole number.

17.3 If:

17.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

17.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

17.4 The directors must reconvene an inquorate meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

17.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

## **18. CHAIRING GENERAL MEETINGS**

18.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

18.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start the directors present must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

## **19. ADJOURNMENT**

19.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

19.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

- 19.3 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 19.4 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 19.5 If a meeting is adjourned for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

## **20. VOTES OF MEMBERS**

- 20.1 Every member shall have one vote.
- 20.2 It shall be the duty of each member to exercise his powers as a member of the Charity in the way that the member decides in good faith would be most likely to further the Objects.
- 20.3 If the votes for and against an ordinary resolution are equal, the chairman will not have a second or casting vote and the resolution will not be passed.
- 20.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## **21. VOTING: PROCEDURE**

- 21.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 21.1.1 by the person chairing the meeting; or
  - 21.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
  - 21.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 21.2 The declaration by the chairman of the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 21.3 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 21.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- 21.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 21.6 A poll must be taken as the chairman of the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 21.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 21.8 A poll shall be taken within the following time limits:
- 21.8.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - 21.8.2 A poll demanded on any other question must be taken either immediately or at such time and place as the chairman of the meeting directs.
  - 21.8.3 The poll must be taken within thirty days after it has been demanded.
  - 21.8.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 21.9 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **22. PROXY NOTICES**

- 22.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 22.1.1 states the name and address of the member appointing the proxy;
  - 22.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 22.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 22.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 22.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 22.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 22.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 22.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 22.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **23. DELIVERY OF PROXY NOTICES**

- 23.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 23.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 23.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 23.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **24. AMENDMENTS TO RESOLUTIONS**

- 24.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 24.1.1 notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - 24.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 24.2 A special resolution or an ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 24.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 24.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 24.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **25. WRITTEN RESOLUTIONS**

- 25.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 25.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 25.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 25.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 25.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

## **26. DIRECTORS**

- 26.1 A director must be a natural person aged 16 years or older provided that a majority of the directors must be aged 18 years or older.
- 26.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 29.
- 26.3 The number of directors must not less than six but (unless otherwise determined by ordinary resolution) it is not subject to any maximum.
- 26.4 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

## **27. POWERS OF DIRECTORS**

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

## **28. APPOINTMENT OF DIRECTORS**

- 28.1 The directors may at any time resolve to appoint any person who is eligible and willing to be a director to be a director and a member of the Charity for a term of three years.
- 28.2 A director shall retire on the third anniversary of his or her appointment as a director but may be re-appointed for a consecutive term of a further three years by a resolution of the other directors.
- 28.3 A director who has served three consecutive terms of three years must retire on the expiry of the third term and shall not be eligible for re-appointment until the second anniversary of his or her retirement.
- 28.4 A director who has served more than nine years in office on the date of the adoption of these articles must retire but shall be eligible for re-appointment on the second anniversary of the date of his or her retirement.
- 28.5 If the number of directors is less than the minimum number of directors specified in article 26.3 the remaining directors may appoint any person who is willing to act to be a director and a member.
- 28.6 The appointment of a director must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **29. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 29.1 A director shall cease to hold office if he or she:
- 29.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 29.1.2 is disqualified from acting as a trustee by virtue of sections 178 or 179 of the Charities Act;
  - 29.1.3 ceases to be a member of the Charity;
  - 29.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 29.1.5 resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
  - 29.1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
  - 29.1.7 is removed from office by a resolution of the other directors passed by a simple majority that it is in the best interests of the Charity that he be

removed from office. A resolution to remove a director may only be passed if:

- a. the director has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- b. the director or, at the option of the director, the director's representative (who need not be a member of the Charity) has been allowed to make representations (orally or in writing) to the meeting.

### **30. REMUNERATION**

The directors must not be paid any remuneration unless it is authorised by article 7.

### **31. PROCEEDINGS OF DIRECTORS**

- 31.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 31.2 Any director may call a meeting of the directors.
- 31.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 31.4 A meeting may be held by suitable electronic means by which each participant may communicate with all the other participants.

### **32. QUORUM FOR MEETINGS OF THE DIRECTORS**

- 32.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means in which a participant or participants may communicate with all the other participants.
- 32.2 A quorum is:
  - 32.2.1 if the total number of directors is twelve or more, six directors; or
  - 32.2.2 if the total number of directors is eight or more but fewer than twelve, five directors; or
  - 32.2.3 if the total number of directors is fewer than eight, one half of the directors. If one half of the directors is not a whole number, the quorum shall be the next highest whole number.
- 32.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

### **33. CHAIR**

- 33.1 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 33.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 33.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### **34. RESOLUTIONS OF THE DIRECTORS**

- 34.1 Questions arising at a meeting shall be decided by a majority of votes.
- 34.2 In the case of an equality of votes, the person who is chairing the meeting will not have a second or casting vote and the resolution will not be passed.
- 34.3 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:
  - 34.3.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and
  - 34.3.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 34.4 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **35. DELEGATION**

- 35.1 The directors may delegate any of their powers or functions to a committee which may comprise directors and persons who are not directors but which must include at least two directors. The terms of any delegation must be recorded in the minute book.
- 35.2 The directors may impose conditions when delegating, including the conditions that:
  - 35.2.1 the relevant powers are to be exercised exclusively by the committee to which they delegate;



35.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the directors.

35.3 The directors may revoke or alter a delegation.

35.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **36. VALIDITY OF DIRECTORS' DECISIONS**

36.1 Subject to article 36.2 all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

36.1.1 who was disqualified from holding office;

36.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

36.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

36.1.4 the vote of that director; and

36.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

36.2 Article 36.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 36.1 the resolution would have been void, or if the director has not complied with article 8.

### **37. SEAL**

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

### **38. MINUTES**

38.1 The directors must keep minutes of all:

38.1.1 appointments of officers made by the directors;

38.1.2 proceedings at meetings of the Charity;

38.1.3 meetings of the directors and committees of directors including

- a. the names of the directors present at the meeting;
- b. the decisions made at the meetings; and
- c. where appropriate, the reasons for the decisions.

### **39. ACCOUNTS**

39.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

39.2 The directors must keep accounting records as required by the Companies Acts.

### **40. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

40.1 The directors must comply with the requirements of the Charities Act with regard to the:

- 40.1.1 transmission of the statements of account to the Commission;
- 40.1.2 preparation of an Annual Report and its transmission to the Commission;
- 40.1.3 preparation of an Annual Return and its transmission to the Commission.

40.2 The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **41. MEANS OF COMMUNICATION TO BE USED**

41.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

41.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

41.3 Any notice to be given to or by any person pursuant to the articles:

- 41.3.1 must be in writing; or
- 41.3.2 must be given in electronic form.

- 41.4 The Charity may give any notice to a member either:
- 41.4.1 personally; or
  - 41.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 41.4.3 by leaving it at the address of the member; or
  - 41.4.4 by giving it in electronic form to the member's address.
  - 41.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
- 41.5 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 41.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 41.7 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 41.8 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 41.8.1 48 hours after the envelope containing it was posted; or
  - 41.8.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 41.9 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **42. INDEMNITY**

- 42.1 The Charity shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 42.2 In this article a "relevant director" means any director or former director of the Charity.

## **43. RULES**

- 43.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

43.2 The bye laws may regulate the following matters but are not restricted to them:

- 43.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- 43.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 43.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 43.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 43.2.5 generally, all such matters as are commonly the subject matter of company rules.

43.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

43.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

43.5 The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

#### **44. DISPUTES**

44.1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must try in good faith to settle the dispute by mediation before resorting to litigation.

#### **45. DISSOLUTION**

45.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- 45.1.1 directly for the Objects; or
- 45.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
- 45.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 45.2 Subject to any such resolution of the members of the Charity, the directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- 45.2.1 directly for the Objects; or
  - 45.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 45.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 45.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no resolution in accordance with article 45.1 or 45.2 is passed by the members or the directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.