

THE COMPANIES ACT 2006

## After Adoption

A Company Limited by Guarantee

Company No 2545535

### SPECIAL RESOLUTION

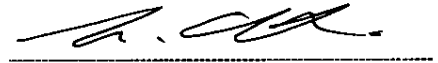
MADE ON 28th OCTOBER 2016

I declare that the following is a true copy of a Special Resolution duly passed by the above-named company in accordance with the Companies Act

IT IS RESOLVED THAT

"The Memorandum and Articles of Association of the Company are deleted in their entirety and the attached Articles of Association marked @@ are substituted in their place "

Name Roma Lynn O'Hare Signature



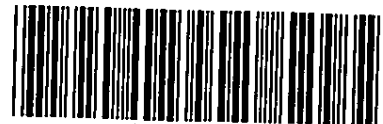
Capacity Director / Secretary \*

\*Delete as appropriate

#### NOTE

These amendments bring the company's governing document into line with current charity and company law, and update certain governance practices. They do not alter any provisions relating to the company's charitable objects, the dissolution clause, or the benefits available to trustees

TUESDAY



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08/11/2016

#91

COMPANIES HOUSE

### **Interpretations**

- 1 Words and expressions used in these Articles shall have the meanings attributed to them in Article 70. References to "the Charity" mean the company After Adoption.

## **OBJECTS AND POWERS**

### **Objects**

- 2 The objects of the Charity are to advance and promote the support, relief and care of children in need who are placed or to be placed for adoption or fostering or who are otherwise cared for or to be cared for by substitute parents, including children who are disadvantaged by reason of health (whether physical or mental), age, background, or otherwise howsoever.

### **Powers**

- 3 In furtherance of the above objects, but not otherwise, the Charity has the following powers—
  - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
  - (b) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity,
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
  - (d) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any taxable permanent trading activities in raising funds for the objects of the Charity,
  - (e) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land,
  - (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
  - (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects,
  - (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects,
  - (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
  - (j) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants,
  - (k) to—
    - i) deposit or invest funds,
    - ii) employ a professional fund-manager, and

- iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,  
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (l) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (m) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations,
- (n) to do all such other lawful things as are necessary for the achievement of the objects

#### **APPLICATION OF INCOME AND PROPERTY**

- 4 The income and property of the Charity shall be applied solely towards the promotion of its objects, and none of such income or property 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, provided that nothing shall prevent any payment in good faith by the Charity—
  - (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for services rendered to the Charity,
  - (b) of interest on money lent to the Charity by a member or Trustee at a rate not exceeding 2% above the base lending rate or 3%, whichever is greater,
  - (c) of reasonable and proper rent for property demised or let to the Charity by any member or Trustee,
  - (d) of fees, remuneration or other benefit to a company in which a Trustee may be a member holding not more than 1% of the issued capital of that company,
  - (e) of reasonable and proper professional charges to any Trustee who is a member of a profession (or to a connected person) when instructed to act for the Charity by the other Trustees,
  - (f) to any Trustee as reimbursement for reasonable expenses incurred by him or her when acting on behalf of the Charity

#### **Benefits and payments to Trustees and connected persons**

- 5 A Trustee may—
  - (a) benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
  - (b) receive an indemnity from the Charity in the circumstances specified in Article 67,
  - (c) receive a benefit from the Charity in the capacity of a beneficiary of the Charity and on the same terms as other beneficiaries
- 6 No Trustee or connected person may—
  - (o) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
  - (p) sell goods, services, or any interest in land to the Charity,
  - (q) be employed by, or receive any remuneration from the Charity,
  - (r) receive any other financial benefit from the Charity (where "financial benefit" means any benefit, direct or indirect, which is either money or has a monetary value),

unless such benefit is permitted by Articles 4 and 5 or the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

## **MEMBERSHIP**

### **Admission of members**

- 7 The only members of the Charity shall be those persons who are appointed as Trustees of the Charity, and all persons appointed as Trustees shall be admitted as members

### **Cessation of membership**

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

## **MEMBERS' LIMITED LIABILITY**

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

## **BOARD OF TRUSTEES**

### **Composition of the Board**

- 10 The Charity shall have a Board of Trustees comprising at least five people
- 11 For the avoidance of doubt, Trustees are directors for company law purposes and charity trustees for charity law purposes

### **Appointment of Trustees**

- 12 The Trustees may at any time appoint additional Trustees, being persons who are considered able to contribute to the proper management and conduct of the business of the Charity and further its objects. Appointments shall be for a three year term of service

### **Three year review**

- 13 When a trustee has completed a three-year term of service, his or her position shall be subject to review. The purpose of this review, conducted by the other Trustees, shall be to decide if it is in the Charity's best interests for that individual to continue in post
- 14 Following such a review, the other Trustees may—
- (a) invite the Trustee whose term has expired to continue in office for a further three year term, or
  - (b) terminate their position as Trustee

### **People who may not serve as Trustees**

- 15 Under no circumstances shall any of the following serve as Trustees—
- (a) an employee of the Charity,
  - (b) a person aged less than 16 years,
  - (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director,
  - (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee

### **Resignation, disqualification and removal of Trustees**

- 16 The office of a Trustee shall be immediately vacated if he or she—
- (a) resigns his or her office in writing to the Charity, or
  - (b) is absent without good reason from three Trustees' meetings within a period of twelve months, and the remaining Trustees decide that he or she shall vacate office by reason of such absence, or
  - (c) is removed from office for conduct prejudicial to the Charity by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken,
  - (d) becomes bankrupt or makes any arrangement with his or her creditors generally, or
  - (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee

### **Appointment of a Chair and other officers**

- 17 The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine, and may at any time remove her or him from office. The Trustees may also appoint a Vice-Chair and such other officers as they see fit, with such duties and privileges as the Trustees may decide.

## **POWERS OF THE BOARD OF TRUSTEES**

- 18 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or the Articles.
- 19 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 20 If and so long as the number of Trustees is less than five, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

### **Meetings**

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

- 23 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees
- 24 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants

#### **Quorum**

- 25 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants
- 26 The quorum necessary for the transaction of the business of the Trustees shall be three Trustees
- 27 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote

#### **Chairing and voting**

- 28 If the Trustees have appointed someone to the post of Chair, then he or she shall preside at all their meetings, but if he or she is not present 15 minutes after the time set for the meeting, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 29 Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote
- 30 A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held
- 31 All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in their appointment, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee

#### **Declarations of interest**

- 32 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

#### **Conflicts of interest**

- 33 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
  - (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting,
  - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying

- 34 In the above Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a any direct or indirect benefit to a Trustee or to a connected person

### **COMMITTEES**

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

### **GENERAL MEETINGS**

- 37 The Trustees may whenever they think fit convene a general meeting by giving at least 14 days' notice to every member of the Charity and to the auditor (if any) and to such other persons who are entitled to receive notice. A general meeting may be convened with shorter notice if agreed by 90% of the members
- 38 The notice must advise members of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting
- 39 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

#### **Proceedings at General Meetings**

- 40 No business shall be transacted at a General Meeting unless a quorum is present in person. Unless otherwise decided by the Charity, a quorum shall be three members
- 41 If—
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall direct
- 42 If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting
- 43 The person appointed to chair meetings of the Board of Trustees (if any) shall preside at all general meetings, but if he or she is not present ten minutes after the time appointed for the meeting the members shall select one of their number present to chair the meeting

#### **Voting at General Meetings**

- 44 Decisions at General Meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a

Special Resolution A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast

- (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast
- 45 Each member shall have one vote on any question to be decided at a general meeting. A member who cannot attend a general meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—
  - (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, and
  - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the General Meeting to which they relate
- 46 The proxy notice may—
  - (a) specify that the proxy must vote this way or that on any particular resolution, or
  - (b) authorise the proxy to vote in accordance with her or his own judgement
- 47 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy
- 48 On a show of hands someone acting as a proxy shall have one vote. On a ballot a proxy is entitled to cast all the votes he or she holds
- 49 The declaration by the Chair of the result of a vote shall be conclusive unless a ballot is demanded. 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
- 50 If a ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded
- 51 In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall have a second or casting vote

#### **Members' written resolutions**

- 52 Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove an auditor before the expiry of their term of office
- 53 A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it
- 54 The majorities required to pass a written resolution are as follow—
  - (a) for an ordinary resolution, approval is required from a simple majority of the members,
  - (b) for a special resolution, approval is required from not less than 75% of the members
- 55 The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked



- 56 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members

## **OFFICERS**

### **Company Secretary**

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

### **Treasurer**

- 58 The Trustees may from time to time appoint any person to act as Treasurer of the Charity upon such terms and conditions as they think fit, and any Treasurer so appointed may be removed by them

## **MINUTES**

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

## **ACCOUNTS**

- 61 The Trustees must keep accounting records as required by the Act
- 62 The Trustees must prepare accounts for each financial year as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 63 The Trustees must send a copy of the annual accounts and reports for each financial year to—
- (a) every member of the Charity, and
  - (b) every person who is entitled to receive notice of General Meetings
- 64 The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies

## **ANNUAL REPORTS AND RETURNS**

- 65 The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts
- 66 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

## **INDEMNITY**

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

## **DISSOLUTION**

- 69 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid or distributed amongst the members of the Charity but shall instead be given to some other charity or charities having objects similar to those of this Charity and which shall prohibit the distribution of its or their income to an extent at least as great as is imposed on the Charity by these Articles. The charity or charities to benefit shall be chosen by the members of the Charity at or before the time of dissolution. If this should prove impossible, then any residual property shall be given for some other charitable objects with the approval of the Charity Commission

## **INTERPRETATIONS**

- 70 In these Articles—
- “the Charity” means the company to which these Articles apply
- “the Act” means the Companies Act 2006
- “the Board of Trustees” means all those persons appointed to perform the duties of directors of the Charity and “Trustee” means a director
- “the Commission” means the Charity Commission for England and Wales
- “connected person” means—
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
  - (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above,
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above,
  - (d) an institution which is controlled –
    - i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above, or
    - ii) by two or more persons falling within sub-paragraph (i), when taken together
  - (e) a body corporate in which –
    - i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest, or

- ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest

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

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

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

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

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

# AFTER ADOPTION

*A Charitable Company Limited by Guarantee*

Company No. 2545535

Incorporated 3rd October 1990

Registered Charity No. 1000888

## ARTICLES OF ASSOCIATION

As amended 28th October 2016

**CHARLIE CATTELL**

**SOCIAL ECONOMY CONSULTANCY**

01274 900728

charlie@charliecattell.co.uk

www.catwool.co.uk

**AFTER ADOPTION**  
**LAYOUT OF THE ARTICLES**

Interpretations	<i>page 1</i>
OBJECTS AND POWERS	1
Objects	1
Powers	1
APPLICATION OF INCOME AND PROPERTY	2
Benefits and payments to Trustees and connected persons	2
MEMBERSHIP	3
Admission of members	3
Cessation of membership	3
MEMBERS' LIMITED LIABILITY	3
BOARD OF TRUSTEES	3
Composition of the Board	3
Appointment of Trustees	3
Three year review	3
People who may not serve as Trustees	4
Resignation, disqualification and removal of Trustees	4
Appointment of a Chair and other officers	4
POWERS OF THE BOARD OF TRUSTEES	4
PROCEEDINGS OF THE BOARD OF TRUSTEES	5
Meetings	5
Quorum	5
Chairing and voting	5
Declarations of interest	5
Conflicts of interest	5
COMMITTEES	6
GENERAL MEETINGS	6
Proceedings at General Meetings	6
Voting at General Meetings	7
Members' written resolutions	7
OFFICERS	8
Company Secretary	8
Treasurer	8
MINUTES	8
ACCOUNTS	8
ANNUAL REPORTS AND RETURNS	9
INDEMNITY	9
DISSOLUTION	9
INTERPRETATIONS	9

*Articles of Association of*  
**AFTER ADOPTION**

A COMPANY LIMITED BY GUARANTEE  
*and not having a share capital*

**Interpretations**

- 1 Words and expressions used in these Articles shall have the meanings attributed to them in Article 70. References to “the Charity” mean the company After Adoption.

**OBJECTS AND POWERS**

**Objects**

- 2 The objects of the Charity are to advance and promote the support, relief and care of children in need who are placed or to be placed for adoption or fostering or who are otherwise cared for or to be cared for by substitute parents, including children who are disadvantaged by reason of health (whether physical or mental), age, background, or otherwise howsoever.

**Powers**

- 3 In furtherance of the above objects, but not otherwise, the Charity has the following powers—
- (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
  - (b) to build, construct, alter, remove, replace, equip, improve, develop, administer, maintain, manage or control any real property of the Charity,
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
  - (d) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any taxable permanent trading activities in raising funds for the objects of the Charity,
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  - (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
  - (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects,
  - (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects,
  - (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,

- (j) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants,
- (k) to—
  - i) deposit or invest funds,
  - ii) employ a professional fund-manager, and
  - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (l) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
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- 5 A Trustee may—
- (a) benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
  - (b) receive an indemnity from the Charity in the circumstances specified in Article 67,
  - (c) receive a benefit from the Charity in the capacity of a beneficiary of the Charity and on the same terms as other beneficiaries

**6 No Trustee or connected person may—**

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the Charity,
- (c) be employed by, or receive any remuneration from the Charity,
- (d) receive any other financial benefit from the Charity (where “financial benefit” means any benefit, direct or indirect, which is either money or has a monetary value),

unless such benefit is permitted by Articles 4 and 5 or the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

## **MEMBERSHIP**

### **Admission of members**

- 7** The only members of the Charity shall be those persons who are appointed as Trustees of the Charity, and all persons appointed as Trustees shall be admitted as members

### **Cessation of membership**

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

## **MEMBERS' LIMITED LIABILITY**

- 9** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while a member or within one year after ceasing to be a member, for—

- (a) payment of the Charity's debts and liabilities contracted before the member ceased to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

## **BOARD OF TRUSTEES**

### **Composition of the Board**

- 10** The Charity shall have a Board of Trustees comprising at least five people
- 11** For the avoidance of doubt, Trustees are directors for company law purposes and charity trustees for charity law purposes

### **Appointment of Trustees**

- 12** The Trustees may at any time appoint additional Trustees, being persons who are considered able to contribute to the proper management and conduct of the business of the Charity and further its objects. Appointments shall be for a three year term of service

### **Three year review**

- 13** When a trustee has completed a three-year term of service, his or her position shall be subject to review. The purpose of this review, conducted by the other Trustees, shall be to decide if it is in the Charity's best interests for that individual to continue in post



- 14 Following such a review, the other Trustees may—
- (a) invite the Trustee whose term has expired to continue in office for a further three year term, or
  - (b) terminate their position as Trustee

**People who may not serve as Trustees**

- 15 Under no circumstances shall any of the following serve as Trustees—
- (a) an employee of the Charity,
  - (b) a person aged less than 16 years,
  - (c) a person who is an undischarged bankrupt or is otherwise disqualified by law from serving as a company director,
  - (d) a person who has an unspent conviction involving dishonesty or deception or is otherwise disqualified by law from serving as a charity trustee

**Resignation, disqualification and removal of Trustees**

- 16 The office of a Trustee shall be immediately vacated if he or she—
- (a) resigns his or her office in writing to the Charity, or
  - (b) is absent without good reason from three Trustees' meetings within a period of twelve months, and the remaining Trustees decide that he or she shall vacate office by reason of such absence, or
  - (c) is removed from office for conduct prejudicial to the Charity by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken,
  - (d) becomes bankrupt or makes any arrangement with his or her creditors generally, or
  - (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee

**Appointment of a Chair and other officers**

- 17 The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine, and may at any time remove her or him from office. The Trustees may also appoint a Vice-Chair and such other officers as they see fit, with such duties and privileges as the Trustees may decide.

**POWERS OF THE BOARD OF TRUSTEES**

- 18 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or the Articles.
- 19 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 20 If and so long as the number of Trustees is less than five, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

### **Meetings**

- 21 The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
- 22 A meeting shall be summoned on the request of any Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom
- 23 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees
- 24 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants

### **Quorum**

- 25 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants
- 26 The quorum necessary for the transaction of the business of the Trustees shall be three Trustees
- 27 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote

### **Chairing and voting**

- 28 If the Trustees have appointed someone to the post of Chair, then he or she shall preside at all their meetings, but if he or she is not present 15 minutes after the time set for the meeting, the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 29 Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote
- 30 A resolution in writing or in electronic form agreed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held
- 31 All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in their appointment, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee

### **Declarations of interest**

- 32 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

### **Conflicts of interest**

- 33 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these

Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting,
  - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying
- 34 In the above Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a any direct or indirect benefit to a Trustee or to a connected person

#### **COMMITTEES**

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

#### **GENERAL MEETINGS**

- 37 The Trustees may whenever they think fit convene a general meeting by giving at least 14 days' notice to every member of the Charity and to the auditor (if any) and to such other persons who are entitled to receive notice. A general meeting may be convened with shorter notice if agreed by 90% of the members
- 38 The notice must advise members of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting
- 39 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

#### **Proceedings at General Meetings**

- 40 No business shall be transacted at a General Meeting unless a quorum is present in person. Unless otherwise decided by the Charity, a quorum shall be three members
- 41 If—
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall direct

- 42 If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting
- 43 The person appointed to chair meetings of the Board of Trustees (if any) shall preside at all general meetings, but if he or she is not present ten minutes after the time appointed for the meeting the members shall select one of their number present to chair the meeting

#### **Voting at General Meetings**

- 44 Decisions at General Meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast
  - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast
- 45 Each member shall have one vote on any question to be decided at a general meeting. A member who cannot attend a general meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a "proxy notice") which—
- (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, and
  - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the General Meeting to which they relate
- 46 The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution, or
  - (b) authorise the proxy to vote in accordance with her or his own judgement
- 47 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy
- 48 On a show of hands someone acting as a proxy shall have one vote. On a ballot a proxy is entitled to cast all the votes he or she holds
- 49 The declaration by the Chair of the result of a vote shall be conclusive unless a ballot is demanded. 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
- 50 If a ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded
- 51 In the case of an equality of votes, whether on a show hands or on a ballot, the Chair of the meeting shall have a second or casting vote

#### **Members' written resolutions**

- 52 Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove an auditor before the expiry of their term of office

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

#### **OFFICERS**

##### **Company Secretary**

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

##### **Treasurer**

- 58 The Trustees may from time to time appoint any person to act as Treasurer of the Charity upon such terms and conditions as they think fit, and any Treasurer so appointed may be removed by them.

#### **MINUTES**

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

#### **ACCOUNTS**

- 61 The Trustees must keep accounting records as required by the Act.
- 62 The Trustees must prepare accounts for each financial year as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

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

#### **ANNUAL REPORTS AND RETURNS**

- 65 The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts
- 66 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

#### **INDEMNITY**

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

#### **DISSOLUTION**

- 69 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid or distributed amongst the members of the Charity but shall instead be given to some other charity or charities having objects similar to those of this Charity and which shall prohibit the distribution of its or their income to an extent at least as great as is imposed on the Charity by these Articles. The charity or charities to benefit shall be chosen by the members of the Charity at or before the time of dissolution. If this should prove impossible, then any residual property shall be given for some other charitable objects with the approval of the Charity Commission

#### **INTERPRETATIONS**

- 70 In these Articles—
- "the Charity" means the company to which these Articles apply
  - "the Act" means the Companies Act 2006
  - "the Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director
  - "the Commission" means the Charity Commission for England and Wales

"connected person" means—

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

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

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

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

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

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