

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
HAMELIN TRUST**

(Approved by Trustees 23rd November 2020)

Company Number: 02650043

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COMPANIES ACT 2006
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ARTICLES OF ASSOCIATION

- of -

HAMELIN TRUST

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

Articles means these Articles of Association;

Charities Act means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force;

Charity means Hamelin Trust;

Charity Commission means the Charity Commission for England and Wales;

clear days in relation to a period of 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;

Connected Person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director,
- (b) the spouse or civil partner of the Director or of any person falling within sub-clause (a) above,
- (c) a person carrying on business in partnership with the Director or with any person falling within sub-clause (a) or (b) above,
- (d) an institution which is controlled:

(i) by the Director or any Connected Person falling within sub-clause (a), (b), or (c) above, or

(ii) by two or more persons falling within sub-clause (d)(i) when taken together,

(e) a body corporate in which:

(i) the Director or any Connected Person falling within subclauses (a) to (c) has a substantial interest, or

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

(iii) sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Articles.

Director	means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are charity trustees as defined in the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	includes electronic means (for example, e-mail or fax) or any other means while in electronic form (for example, sending a disk through the post);
financial benefit	means a benefit which is either money or has monetary value;
Financial Expert	means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Memorandum	means the memorandum of association of the Charity;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (<i>SI 2008/3229</i>);
Objects	the objects of the Charity as set out in Article 4;
Ordinary Resolution	means a resolution (of the Members or, if applicable, a class of the Members) that is passed: (f) if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members;

- (g) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote;
- (h) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;

Related Company means any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company;

Seal means the common seal of the Charity;

Secretary means any person appointed to perform the duties of the secretary of the Charity;

Special Resolution means a resolution (of the Members or, if applicable, a class of the Members) passed:

- (a) if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members;
- (b) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote;
- (c) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;

United Kingdom means the United Kingdom of Great Britain and Northern Ireland;

writing 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.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.

- 1.5 The Model Articles shall not apply to the Charity.

CHARITY DETAILS

2 Name

- 2.1 The name of the Charity is Hamelin Trust.
- 2.2 The name of the Charity may be changed by a resolution of the Directors or otherwise in accordance with the Act.

3 Registered office

The registered office of the Charity is to be situated in England and Wales.

OBJECTS AND POWERS

4 Objects

The Charity's objects are restricted specifically to the following: to promote the relief of people of all ages who have learning disabilities and / or physical disability and / or sensory impairment and / or are suffering mental distress.

5 Powers

The Charity has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so. In particular, and without limiting the foregoing, the Charity's powers include power:

- 5.1 to accept or disclaim any gift or transfer of money or any other property whether or not subject to any special trust;
- 5.2 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;
- 5.3 to purchase or form trading companies alone or jointly with others;
- 5.4 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.5 to maintain, alter or equip for use any real or personal estate;
- 5.6 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;
- 5.7 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;

- 5.8 subject to such consents as may be required by law to borrow or raise money and to give security for loans, grants or other obligations;
- 5.9 to make grants or loans of money with or without security, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.10 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.11 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.12 to acquire or merge with any other charity formed for any of the Objects;
- 5.13 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.14 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.15 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.16 to deposit or invest funds with all the powers of a beneficial owner;
- 5.17 to delegate the management of investments to a Financial Expert but only on terms that:
- (a) the investment policy is set down in writing for the Financial Expert by the Directors;
 - (b) make provision for appropriate and regular reporting obligations to the Directors or to a committee authorised by the Directors to receive such reports in respect of all transactions;
 - (c) the performance of the investments is reviewed regularly with the Directors;
 - (d) the Directors shall be entitled to cancel the delegation arrangement at any time;
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (g) the Financial Expert must not do anything outside the powers of the Directors;
- 5.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;

- 5.19 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.20 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity:
- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Charity but not extending to:
 - (i) any liability to the Charity resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not;
 - (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
 - (iii) any liability to pay a fine or regulatory penalty.
 - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is their knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.21 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.22 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.23 to enter into contracts to provide services to or on behalf of other bodies;
- 5.24 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 5.25 to publish or distribute information in or on any media;
- 5.26 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.27 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.28 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;

- 5.29 to act as trustee of any trust;
- 5.30 to make any charitable donation either in cash or assets;
- 5.31 subject to such consent as may be required by law to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.32 to convert to a charitable incorporated organisation;
- 5.33 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

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 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 6.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 29.
- 6.5 A Director may not receive any other benefit of payment unless it is authorised by this Article 6.
- 6.6 Subject to this Article 6, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Director receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.7 No Director 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,

unless the payment is permitted by Article 6.8, or authorised by the court or the Charity Commission.

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

- 6.8 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.
- 6.9 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 of the Charities Act 2011.
- 6.10 Subject to Article 6.14 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.
- 6.11 A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.12 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. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.13 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.
- 6.14 The Charity and its Directors may only rely upon the authority provided by Article 6.10 if each of the following conditions are satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) 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.
 - (b) 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.
 - (c) 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.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting. The reason for their decision is recorded by the directors in the minute book.
- (f) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by this Article 6.

6.15 In Articles 6.8 to 6.14:

- (a) 'Charity' includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the Charity;
- (b) 'Connected Person' includes any person within the definition in Article 1.1.

7 Conflicts of interests and conflicts of loyalty

7.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity or under discussion (whether proposed or already entered into), the Director concerned shall:

- (a) declare an interest at or before any discussion on the item;
- (b) withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
- (c) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- (d) withdraw during the vote and have no vote on the item.

7.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Directors, the Director concerned shall:

- (a) as soon as possible declare an interest to all the other Directors;
- (b) not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw or change their vote.

7.3 Articles 7.1(b) to 7.1(d) and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Director, which may but need not be 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, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

7.5 A conflict of interests may only be authorised under Article 7.4 if:

- (a) the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;
- (b) the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and
- (c) the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

- (a) to disclose information confidential to the Charity to a third party; or
- (b) to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

8 Limited liability of Members

The liability of the Members is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for:

- 8.1 payment of the debts and liabilities of the Charity contracted before they cease to be a Member,
- 8.2 payment of the costs, charges and expenses of winding up, and
- 8.3 adjustment of the rights of the contributories among themselves.

9 Surplus assets on winding-up or dissolution

9.1 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:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or

- (c) to any other charity or charities for use for particular purposes that fall within the Objects.
- 9.2 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:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any other charity or charities for use for particular purposes that fall within the Objects.
- 9.3 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 9.1 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.

MEMBERSHIP

10 Members

- 10.1 The Directors from time to time shall be the only Members. A Director shall, by agreeing to become a Director, agree to become a Member and accordingly shall be admitted to membership of the Charity on their appointment as Director.
- 10.2 Membership is not transferable.
- 10.3 The Charity shall maintain a register of Members.

11 Termination of membership

Membership is terminated if the Member:

- 11.1 dies or, if it is an organisation, ceases to exist;
- 11.2 ceases to be a Director.

MEETINGS OF MEMBERS

12 General meetings

- 12.1 The Directors may call general meetings.
- 12.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not sufficient Directors available to form a quorum to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

- 12.3 General meetings shall be called by at least 14 clear days' notice in accordance with the Act and the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 12.4 A general meeting may be called by shorter notice if ninety per cent of the Members entitled to vote upon the business to be transacted agree.
- 12.5 A Member is entitled to appoint another person as their proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Charity.
- 12.6 No business shall be transacted at any general meeting unless a quorum is present.
- 12.7 Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a Member organisation, shall be a quorum.
- 12.8 There shall be a chair of every general meeting:
- (a) The chair, if any, of the Directors shall chair every general meeting of the Charity.
 - (b) In the chair's absence the vice-chair, if any, of the Directors shall act as chair.
 - (c) If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting.
- 12.9 A person is able to exercise the right to speak at a general meeting when that person is in a position, during the meeting, to communicate to all those attending the meeting any information or opinions which that person has on the business of the meeting.
- 12.10 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- 12.11 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 (including, but not limited to, attending by means of video conference, telephone conference or any other suitable electronic means).
- 12.12 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.
- 12.13 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.

DECISIONS OF MEMBERS

13 Voting at general meetings

- 13.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 13.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 13.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

14 Votes of members

- 14.1 Every Member, whether an individual or organisation, shall have one vote.
- 14.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

15 Written resolutions

- 15.1 Save for a resolution to remove a Director before the expiration of their period of office or to remove an auditor before the expiration of their term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 15.2 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed as an Ordinary Resolution.
- 15.3 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. A written resolution proposed as a Special Resolution must state as such.
- 15.4 A Member signifies their agreement to a proposed written resolution when the Charity receives from the Member (or from someone acting on behalf of the Member) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified cannot be revoked. For these purposes:
- (a) If the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it:
 - (b) If the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no

such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

- 15.5 A written resolution is passed when the required majority of eligible Members have signified their agreement. The eligible Members are the Members who would have been entitled to vote on the resolution on the date on which the resolution is circulated in accordance with the Act.
- 15.6 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.
- 15.7 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with the Act.

DIRECTORS

16 Directors

Unless otherwise determined by Ordinary Resolution, the minimum number of Directors shall be three and there shall be no maximum.

- 16.1 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

17 Appointment of Directors

- 17.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a resolution of the Directors, provided that no appointment of a Director may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 17.2 In any case where, as a result of death, the Charity has no Members and no Directors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Director.
- 17.3 For the purposes of Article 17.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.
- 17.4 Subject to Articles 18 and 20 a Director shall hold office until their retirement in accordance with Article 18.

18 Retirement of Directors

- 18.1 Other than the Directors in office on the date of adoption of these Articles, every Director shall be appointed for a term of three years at the end of which they shall retire.
- 18.2 A person retiring from the office of Director shall be eligible for re-appointment but, where the retirement is at the end of a consecutive period of nine years or more in office, the Director shall not be eligible for re-appointment for a further consecutive term of office unless agreed

otherwise by the passing of a unanimous resolution by the remaining Directors who shall determine the length of any further term.

19 Removal of Directors

- 19.1 The Members may by Ordinary Resolution of which special notice has been given to the Members in accordance with the Act remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director. For the purposes of Article 19, special notice means notice of at least 28 clear days.
- 19.2 The Directors may remove any Director before the expiration of the Director's period of office by a resolution at a meeting of the Directors passed by all of the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:
- (a) the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
 - (b) the Director or, at the option of the Director, the Director's representative, who need not be a Director/Member, has been permitted to make representations to the meeting; and
 - (c) the Directors passing the resolution determine that it is in the best interests of the Charity to do so.

20 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 20.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 20.2 the Director is disqualified from acting as a charity trustee by virtue of the Charities Act;
- 20.3 the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 20.4 a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 20.5 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which the Director would otherwise have and the Directors resolve that the Director's office be vacated;
- 20.6 the Director resigns their office by giving four weeks' notice in writing to the Charity provided at least three Directors remain in office after the resignation takes effect;
- 20.7 the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that the Director's office be vacated;

- 20.8 the Director is directly or indirectly interested in any contract with the Charity and fails to declare the nature of their interest as required by the Act or the Articles and the Directors resolve that the office be vacated;
- 20.9 the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Directors resolve that the Director's office be vacated;
- 20.10 the Director fails to agree to a reasonable request by the Directors that the Director signs a declaration that they are a fit and proper person to act as such and the Directors resolve that the Director's office be vacated;
- 20.11 the Director's conduct leads to the Directors deciding to make a serious incident report to the Charity Commission and the Directors resolve that the Director's office be vacated;
- 20.12 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (DBS) check (or equivalent) and the Directors resolve that the Director's office be vacated; or
- 20.13 the Director ceases to be a Member.

21 Powers and duties of the Directors

- 21.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.
- 21.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 21.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

22 Proceedings and decisions of the Directors

- 22.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 22.2 The Directors shall meet at least four times a year.
- 22.3 A meeting of the Directors:
 - (a) may be called by any Director; and
 - (b) shall, at the request of a Director, be called by the Secretary (if any).
- 22.4 Notice of any meeting of the Directors must indicate:
 - (a) its proposed date, time and subject matter;
 - (b) where it is to take place; and

- (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 22.5 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 22.6 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 22.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 22.8 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any other suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting. If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 22.9 In relation to the quorum for a meeting of the Directors:
 - (a) no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
 - (b) the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than three, and unless otherwise fixed it is three;
 - (c) if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors;
 - (d) a Director shall not be counted in the quorum participating in a meeting in relation to a resolution on which the Director is not entitled to vote.
- 22.10 Questions arising at a meeting shall be decided by a majority of votes.
- 22.11 The Directors shall elect a chair, and may elect a vice-chair, from among their number and shall determine the period for which they are to hold office, although they shall always be eligible for re-election.
- 22.12 If at any meeting neither the chair nor the vice-chair (if any) is present within ten minutes after the time appointed for holding the same, or if there is no chair or vice-chair, the Directors present shall choose one of their number to chair the meeting.

- 22.13 In the case of an equality of votes, the chair shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.
- 22.14 Acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall not be invalidated by the subsequent realisation that:
- (a) there was some defect in the appointment of any such Director or person acting as a Director, or
 - (b) they or any of them were disqualified, or
 - (c) they or any of them had ceased to hold office as Director, or
 - (d) they or any of them were not entitled to vote on the matter.
- 22.15 Save for a resolution to remove a Director from office under Article 19.2, a resolution in writing, agreed by all the Directors, entitled to receive notice of a meeting of the 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 duly convened and held and may consist of several documents in like form each agreed by one or more Directors.
- 22.16 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

23 Delegation by the Directors

- 23.1 The Directors may delegate any of their powers or functions to a committee of one or more Directors.
- 23.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 23.3 Subject to and in default of any other terms imposed by the Directors:
- (a) the chair and (if any) vice-chair shall be ex-officio members of every committee appointed by the Directors;
 - (b) the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;
 - (c) a committee may elect a chair of its meetings; if no such chair is elected, or, if at any meeting the chair is not present within ten minutes after the time appointed for

holding the same, the members present may choose one of their number to chair the meeting;

- (d) a committee may meet and adjourn as it thinks proper;
- (e) questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
- (f) in the case of an equality of votes the chair of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers or functions shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.

23.4 The terms of any delegation to a committee shall be recorded in the minute book.

23.5 The Directors may revoke or alter a delegation.

23.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

24 Delegation of day to day management

24.1 The Directors may delegate day to day management and administration of the Charity to one or more managers.

24.2 In respect of each manager the Directors shall:

- (a) provide a description of the manager's role; and
- (b) set the limits of the manager's authority.

24.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

SECRETARY, MINUTES AND SEAL

25 Secretary

25.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.

25.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

26 Minutes

26.1 The Directors shall ensure that the Charity keeps records, in writing, comprising:

- (a) minutes of all proceedings of general meetings;

- (b) copies of all resolutions of Members passed otherwise than at general meetings;
- (c) minutes of proceedings at meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting;
- (d) copies of all resolutions of the Directors, including those passed otherwise than at a meeting of the Directors; and
- (e) details of appointments of officers made by the Directors.

26.2 The Directors shall ensure that the records comprising 26.1(a) to 26.1(c) above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

ACCOUNTS, RECORDS AND REPORTING

27 Accounts, records and reporting

27.1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

27.2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours.

27.3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director (or Member) on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

COMMUNICATION

28 Means of communication

28.1 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.

28.2 Subject to the Articles, any notice or other 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 them to be sent or supplied with such notices or documents for the time being.

- 28.3 A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

INDEMNITY

29 Indemnity

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

- 29.2 In this Article 'relevant director' means any Director or former Director of the Charity.

RULES AND BYELAWS

30 Rules or byelaws

The Directors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity, provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.