

CHRISTCHURCH CHARITABLE TRUST

ARTICLES OF ASSOCIATION

(As passed by a written Special Resolution on 29th June 2020)



Articles of Association

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of:

Christchurch Charitable Trust

1. INTERPRETATION

The provisions of the schedule to these Articles shall apply with respect to the interpretation of and definition of terms used in these Articles.

2. OBJECTS

The Charity's objects are to promote any charitable purpose for the public benefit, as the trustees think fit, including, but not limited to, the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress, in particular, but without limitation for the benefit of the community in Christchurch and surrounding areas.

3. POWERS

To promote its objects but not for any other purposes the Charity will have the following powers:

- 3.1 To accept (or disclaim) gifts of money and any other property.
- 3.2 To raise funds but in doing so the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations
- 3.3 To trade in the course of carrying out the objects of the Charity (and in particular to enter into contracts to provide services to or on behalf of other bodies) and to carry on any other trade which is not expected to give rise to taxable profits.
- 3.4 To incorporate subsidiary companies to carry on any trade.
- 3.5 To acquire or hire any property of any kind and to maintain and equip it for use,
- 3.6 To let or dispose of any property of any kind but only (where applicable) in accordance with the restrictions imposed by the Charities Act 2011 (or any statutory re-enactment or modification of that Act).
- 3.7 To borrow money.
- 3.8 To give security over the property of the Charity but only (where applicable) in accordance with the restrictions imposed by the Charities Act 2011 (or any statutory re-enactment or modification of that Act).

- 3.9 Subject to Article 4, to employ paid or unpaid agents, staff and advisers and to make all reasonable provision for the payment of pensions and superannuation for staff and their dependants,
- 3.10 To undertake and execute charitable trusts,,
- 3.11 To make grants and loans and give credit and take security for such grants, loans or credit and guarantee or give security for the performance of contracts by any person.
- 3.12 To promote or carry out research,
- 3.13 To publish or distribute information,
- 3.14 Alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the development and implementation of appropriate policies provided that such activities shall be confined to those which are consistent with the Charity's charitable status,
- 3.15 To hold or assist in holding exhibitions, meetings, lectures and classes.
- 3.16 To establish, support, co-operate with and amalgamate with other charitable bodies.
- 3.17 To:
 - 3.17.1 invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification
 - 3.17.2 employ a professional fund-manager; and
 - 3.17.3 arrange for the investments or other property of the Charity to be held in the name of a nominee
- 3.18 To insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as the Trustee Board thinks fit.
- 3.19 To provide indemnity insurance to cover the liability of the Trustees or other officers of the Charity which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or officers knew to be a breach of trust or breach of duty or which was committed by the Trustees or officers in reckless disregard to whether it was a breach of trust or breach of duty or not; provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees or other officers of the Charity.
- 3.20 To do all such other lawful things which promote or help to promote the objects.

4. BENEFITS TO MEMBERS AND TRUSTEES

- 4.1 Subject to the provisions of Article 4.2, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in these Articles. No part shall be paid or transferred directly or indirectly to members of the Charity for any services

given to the Charity with the exception of reasonable travelling and other out of pocket expenses properly incurred in carrying out the duties of any member or officer of the Charity.

4.2 No member of the Trustee Board and no connected person shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested in any way (otherwise than as a member of the Trustee Board) in any contract entered into by the Charity provided this does not exclude:

4.2.1 the payment of reasonable out of pocket expenses incurred on behalf of the Charity;

4.2.2 the payment of fees or the giving of other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;

4.2.3 interest at a reasonable rate on money lent to the Charity;

4.2.4 a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and

4.2.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.19;

4.2.6 payments made pursuant to any indemnity given to Trustees under these Articles; and

4.2.7 reasonable and proper remuneration to any connected person (as defined in Article 4.3) for any services (and goods connected with those services) supplied to the Charity (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that:

a. the procedure described in these Articles concerning Conflicts of Interest must be followed by the relevant Trustee in relation to any decisions regarding such connected person; and

b. this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a connected person in relation to that Trustee).

4.3 For the purpose of this Article 4, "Trustee" includes any connected person and "connected person" means the spouse, civil partner, child, step- child parent, grandparent, grandchild, brother, sister or other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee and includes a trustee of any trust the beneficiaries of which include a connected person.

5. LIMITED LIABILITY

5.1 The liability of the members is limited.

5.2 Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member:

5.2.1 for the payment of the Charity's debts and liabilities contracted before they ceased to be a member;

5.2.2 for the costs, charges and expenses of winding up; and

5.2.3 for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets,

6. MEMBERSHIP

6.1 The Members shall be the persons elected or appointed as Trustees and no-one else shall be admitted as a Member.

6.2 A person shall cease to be a Member when that person ceases to be a Trustee in accordance with any of the provisions of Article 14.

6.3 Membership shall not be transferable.

6.4 The Charity shall maintain a register of Members recording the name and address of every member and the dates on which they became and ceased to be a Member.

7. GENERAL MEETINGS

7.1 The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees decide and maybe held by Zoom or other internet conferencing system if the Trustees so decide.

7.2 The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. If the Trustees do not call a general meeting having received such a requisition, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

7.3 Unless Article 7.4 applies, general meetings shall be called by at least 14 clear days' written notice.

7.4 A general meeting may be called by shorter notice if it is so agreed by at least 90% of the members entitled to attend and vote at that meeting.

Contents of notice

7.5 Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the Office and the general nature of the business to be transacted. In the

case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. The notice shall inform members of their right to appoint proxies, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.

Service of notice

- 7.6 Notice of general meetings shall be given to every member and to the Trustees, any President, and to the auditors of the Charity if auditors have been appointed.

8. PROCEEDINGS AT GENERAL MEETINGS (INCLUDING ANNUAL GENERAL MEETINGS)

- 8.1 No business shall be transacted at any general meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, or one third of the total membership, whichever is the greater, shall be a quorum.
- 8.2 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may decide and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum.
- 8.3 The President or the Chair of the Trustee Board in that order, shall be the chair of each general meeting. In his or her absence, the Vice Chair of the Trustee Board (if any) shall take the chair, and if none is in attendance the persons present, before any other business is transacted, shall appoint a chair of the meeting.
- 8.4 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 8.5 A resolution put to the vote of a meeting shall be decided on a show of hands (or any other method of affirmation if the meeting is taking place electronically) unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:
- 8.5.1 by the chair of the meeting;
 - 8.5.2 by at least two members or their proxies having the right to vote at the meeting;
or
 - 8.5.3 by any member or members (or their proxies) representing at least 10% of the total voting rights of all the members entitled to vote on the resolution.

- 8.6 Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.7 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 8.8 A poll shall be taken as the chair of the meeting directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.9 A poll demanded on the election of the chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
- If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.10 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least even clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 8.11 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting.

9. VOTES OF MEMBERS

- 9.1 On a show of hands every person present and entitled to vote shall have one vote. On a poll every member present in person or by proxy shall have one vote (so a proxy shall have one vote for each member he or she is representing).
- 9.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 9.3 No member may vote on any matter in which he or she is personally interested, whether the interest is pecuniary or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion.

- 9.4 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 of the meeting whose decision shall be final and binding.

10. PROXIES

- 10.1 A proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"To Christchurch Charitable Trust

Name of member appointing the proxy:.....

Address:.....
.....

I/ We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name and on my/our behalf at the meeting of the Charity to be held on [date], and at any adjournment of the meeting,

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1: *for *against *abstain *as the proxy thinks fit

Resolution 2: *for *against *abstain *As the proxy thinks fit

All other *for *against *abstain *as the proxy thinks fit
resolutions
properly put to the
meeting:

*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks 'fit,

Signed:.....

Dated:....."

- 10.2 Proxy appointment forms must be delivered to the Charity in accordance with the provisions of these Articles concerned with delivery of communications to the Charity and shall be so delivered:

10.2.1 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote;

10.2.2 in the case of a poll taken more than 48 hours after it is demanded: at least 24 hours before the time appointed for the taking of the poll; or

- 10.2.3 in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded: at the meeting at which the poll is demanded, by delivering the form to the chair of the meeting or to the Secretary or to any Trustee;

and an instrument of proxy which is not so delivered shall be invalid.

11. WRITTEN RESOLUTIONS

- 11.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it shall be effective provided that :

11.1.1 A copy of the proposed resolution has been sent to every eligible member; and

11.1.2 A simple majority (or, in the case of a special resolution a majority of not less than 75%) of the members has signified its agreement to the resolution.

- 11.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

12. TRUSTEE BOARD

Appointment, removal and disqualification of Trustees

- 12.1 The first Trustees shall be those persons notified to the Registrar of Companies as the first directors of the Charity.

- 12.2 The maximum number of Trustees shall be fifteen and the minimum shall be three, being either:

12.2.1 elected at the annual general meeting, and who shall hold office from the conclusion of that meeting

or:

12.2.2 co-opted by the Trustee Board

provided that on appointment the total number of co-opted Trustees does not exceed one third of the total number of Trustees.

- 12.3 Each appointment of a co-opted Trustee shall be made at a meeting of the Trustee Board and shall take effect immediately unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.

- 12.4 In addition to the power to co-opt Trustees exercisable in accordance with articles 12.2 and 12.3 the remaining members of the Trustee Board may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the Trustee Board until the next annual general meeting and any Trustee so appointed shall be considered an elected trustee and not a co-opted trustee for the purposes of the proviso to article 12.2

- 12.5 All co-opted Trustees shall retire from office at the annual general meeting following the meeting of the Trustee Board at which they were appointed but may then be elected or reappointed.

Retirement by Rotation

- 12.6 At each annual general meeting one third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third, shall retire from office but may be re-elected.
- 12.7 The Trustees to retire shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 12.8 If a Trustee is required to retire at an annual general meeting by a provision of the articles, the retirement shall take effect upon the conclusion of the meeting.

Election as a Trustee

- 12.9 No person shall be elected or re-elected as a Trustee at any general meeting unless,
- 12.9.1 the Trustee is a trustee retiring by rotation; or
- 12.9.2 the Trustee is recommended for election by the Trustee Board; or
- 12.9.3 at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice from a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for election or re-election stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees, together with notice signifying that person's willingness to be elected or re-elected.
- 12.10 At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting or any person in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for election or re-election as a Trustee. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees.
- 12.11 The Trustee Board may make regulations concerning the election of Trustees such that it shall not be necessary to vote separately on the election of each Trustee but instead the trustees may be elected by ballot.
- 12.12 Subject to the above Articles, a Trustee who retires at an annual general meeting may if willing to act, be re-elected. If he or she is not re-elected, he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.

13. ELIGIBILITY TO BE A TRUSTEE

13.1 No person may be appointed as a Trustee:

13.1.1 under the age of 16 years; or

13.1.2 if he or she is an employee; or

13.1.3 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.

13.2 The Trustees may appoint a person who is willing to act as a co-opted Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.

14. DISQUALIFICATION AND REMOVAL OF TRUSTEES

14.1 The office of a Trustee shall be vacated if he or she:

14.1.1 is disqualified from acting as a trustee by virtue of sections 178 and 179 Charities Act 2011 (or any statutory re-enactment or modification of that provision);

14.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;

14.1.3 is absent without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolves that her/his office be vacated;

14.1.4 notifies to the Trustee Board a wish to resign by giving at least one month's notice in writing to the Charity stating the date on which the resignation is to take effect (but only if at least three members of the Trustee Board will remain in office when the notice of resignation is to take effect);

14.1.5 ceases to be a member of the Charity; or if

14.1.6 at a meeting of the Trustees at which at least half of the trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

15. POWERS OF TRUSTEES

15.1 Subject to the provisions of the Companies Acts and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

16. REGULATIONS

- 16.1 The Trustees may make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee or at any general meeting and as to any of the matters within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Articles.

17. DELEGATION OF TRUSTEES' POWERS

- 17.1 The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine,
- 17.2 The Trustees may delegate any of their functions and duties to any committee of individuals comprising at least two Trustees or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in the Articles.

18. DELEGATIONS TO COMMITTEES

- 18.1 In the case of delegation of functions and duties to committees:
- 18.1.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on any committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 18.1.2 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees;
 - 18.1.3 all delegations under this Article shall be revocable at any time;
 - 18.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 18.1.5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
- 18.2 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

19. DELEGATIONS OF MANAGEMENT POWERS

- 19.1 In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers:
- 19.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

19.1.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and

19.1.3 the manager shall report regularly to the Trustees on the activities undertaken and (where those activities involve managing the Charity generally) provide them regularly with management accounts sufficient to explain the financial position of the Charity.

20. EXPENSES OF TRUSTEES

20.1 The Trustees may be paid all reasonable travelling hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Charity or otherwise in connection with the discharge of their duties.

21. OFFICERS

21.1 The Trustee Board shall elect from its number a Chair (if none has been appointed by the members of the Charity) and a Treasurer and may elect one of its number to be Vice Chair. The Trustees may remove from that office any person appointed to an office under this Article. If the Chair is absent from any meeting, the Vice Chair (if any) shall preside. Otherwise the members present shall, before any other business is done, choose one of their number to preside at the meeting.

21.2 A person shall not hold office as Chair, Vice Chair or Treasurer for more than six consecutive years unless re-elected by the Trustees at the end of the six- year period.

21.3 The Trustee Board may appoint and remove a President and any other patrons and honorary officers. All such positions shall be non-voting and unpaid and such persons shall not be Trustees,

21.4 The Trustee Board may appoint such other paid officers or staff as it considers necessary. The Trustee Board shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of, the Charity. Except for the Secretary (who may be a Trustee) such persons shall not be Trustees and will have no right to vote at meetings.

22. PROCEEDINGS OF TRUSTEES

22.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

22.2 The Trustee Board shall hold at least four meetings in each year. A meeting of the Trustee Board may be called at any time by the Chair or by any three Trustees upon at least seven clear days' notice being given to the other Trustees. A meeting of the Trustee Board may be called by shorter notice if the circumstances require a meeting to be convened urgently. The notice shall specify the date, time and place of the meeting and any special matters to be discussed.

22.3 The quorum for Trustee Board meetings shall be at least one third of the members of the Trustee Board, or three members of the Trustee Board, whichever number is greater.

- 22.4 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 22.5 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but, if there are fewer than three Trustees, they may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.
- 22.6 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 22.7 A resolution in writing signed by at least seventy per cent of the Trustees or committee members entitled to vote on the matter shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
- 22.8 A resolution which is approved by email in accordance with this Article shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held, provided the following conditions are complied with:
- 22.8.1 such a resolution must be approved by email by at least seventy per cent of the Trustees entitled to vote on the matter;
 - 22.8.2 approval must be received by such person as the Trustees shall have nominated in advance for that purpose ("the Recipient") which person may, for the avoidance of doubt be one of the Trustees;
 - 22.8.3 approval from a Trustee must be sent from an email address previously notified by that Trustee to the Charity as intended for use by that Trustee for the purpose;
 - 22.8.4 following receipt of sufficient responses on any resolution, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this Article;
 - 22.8.5 the date of a resolution shall be the date of the email the Recipient confirming formal approval.
- 22.9 A meeting of the Trustees may be held either in person or by suitable means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

23. CONFLICTS OF INTEREST

- 23.1 Whenever a Trustee finds himself or herself, in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees

unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

- 23.2 Whenever a matter is to be discussed at a meeting or decided in accordance, with Articles 22.7 and 22.8 and a Trustee has a Conflict of Interest in respect of that matter then, he or she must:

23.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

23.2.2 not be counted in the quorum for that part of the meeting; and

23.2.3 withdraw during the vote and have no vote on the matter.

- 23.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

24. BANK ACCOUNTS

- 24.1 The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Trustee Board in the name of the Charity at such bank as the Trustee Board shall from time to time decide.

25. SECRETARY

- 25.1 Any Secretary appointed by the Trustees may be appointed for such term at such remuneration and upon such conditions as they may think fit and may be removed by them,

26. MINUTES

- 26.1 Trustees shall ensure minutes are made in books kept for the purpose or electronically (and may appoint a minutes secretary for this purpose):

26.1.1 of all appointments of officers made by the Trustees; and

26.1.2 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings,

27. ACCOUNTS AND REPORTS

- 27.1 The members may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the, members; but subject thereto the statutory books and

accounting records shall be open to inspection by the members during usual business hours.

28. ANNUAL RETURN

- 28.1 The Trustee Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return which must be sent to the Charity Commission.

29. ANNUAL REPORT

- 29.1 The Trustee Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report which must be sent to the Charity Commission.

30. ACCOUNTS

- 30.1 The Trustee Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- 30.1.1 the keeping of accounting records for the Charity;
- 30.1.2 the preparation of annual statements of account for the Charity;
- 30.1.3 the auditing or independent examination of the statements of account of the Charity;
- 30.1.4 the transmission of the statements of account of the Charity to the Charity Commission.

31. COMMUNICATIONS BY AND TO THE CHARITY

- 31.1 The following provisions shall apply to communications by and to the Charity:

- 31.1.1 a document or information (including any notice) to be given, sent or supplied by or to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;
- 31.1.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 31.1.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have agreed in accordance with the Companies Acts.

- 31.2 Without prejudice to the provisions of the Companies Acts, any document or information (including any notice) sent to a member pursuant to the Articles may (as appropriate) be sent to the address as shown in the Charity's register of members (or in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.
- 31.3 Any document to be served on the Charity or by any member on any officer of the Charity under the Articles may only be served:
- 31.3.1 in the case of documents in hard copy form by sending or delivering them to the Office or delivering them personally to the officer in question; and
 - 31.3.2 in the case of documents in electronic form, by sending them by electronic means:
 - a. to an address notified to the members for that purpose; and
 - b. from an address previously notified to the Charity by the member for the purpose of sending and receiving documents and information.
- 31.4 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

32. RECEIPT OF DOCUMENTS

- 32.1 In relation to documents or information sent or supplied in accordance with the Articles:
- 32.1.1 where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;
 - 32.1.2 where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed,
 - 32.1.3 where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:
 - a. the material is first made available on the website; or
 - b. (if later) when the recipient received or is deemed have received notification of the fact that the material was available on the website.

33. DOCUMENTS SENT ELECTRONICALLY

- 33.1 Without prejudice to Article 32, if any document or information has been sent or supplied by electronic means and the sender becomes aware of a failure in delivery (and

subsequent attempts to send or supply such documents or information by electronic means also result in failure in delivery) the sender shall either:

33.1.1 send or supply a hard copy of such document to the intended recipient; or

33.1.2 (where applicable) give notice to such recipient in hard copy form of the availability of the documents or information on a website in accordance with the Companies Acts.

34. INDEMNITY

34.1 To the extent permitted by the Companies Acts:

34.1.1 without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity; and

34.1.2 every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity.

35. TRUSTEE INDEMNITY INSURANCE

35.1 The Trustees shall have power to resolve pursuant to Article 3.19 to effect trustees' indemnity insurance, despite their interest in such policy.

36. AMENDMENT

36.1 The Articles may be amended in accordance with the Companies Acts and the Charities Act 2011 (or any statutory re-enactment or modification of those Acts).

37. DISSOLUTION

37.1 If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the members of the Charity. It shall instead be given or transferred to some other institution or institutions established for exclusively charitable purposes having similar objects to those of the Charity. The institution or institutions which are to benefit may be chosen by the members of the Charity or, subject to any such resolution of the members, by resolution of the Trustees at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

38. EXCLUSION OF MODEL ARTICLES

38.1 The relevant model articles for a company limited by guarantee are hereby excluded.

SCHEDULE 1

Interpretation

Term	Meaning
"address"	includes a number or address used for the purposes of sending or receiving documents by electronic means
"Articles"	these Articles of Association of the Charity
"clear days"	in relation to the period of a notice, that 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 and for the avoidance of doubt clear days include weekends and public holidays
"Charity"	Christchurch Charitable Trust
"Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006
"Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity
"electronic form and "electronic means"	have the meanings ascribed to them in the Companies Acts 2006
"hard copy" and "hard copy form"	have the meanings ascribed to them in the Companies Act 2006
"Memorandum"	the Memorandum of Association of the Charity
"Office"	the registered office of the Charity
"Secretary"	any company secretary of the Charity including any joint or assistant company secretary
"Trustee and "Trustees"	the director and directors as defined in the Companies Acts
"Trustee Board"	the Trustees acting collectively

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts, but excluding any statutory modification not in force when the Articles became binding on the Charity.