

Clara Freeman.  
7 June 2001

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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
CHILDREN'S PROMISE  
INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<u>Term</u>	<u>Meaning</u>
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2 "Articles"	these Articles of Association of the charity
1.3 "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
1.4 "Charity"	Children's Promise
1.5 "M&S"	Marks and Spencer P.l.c CRN 214436 whose registered office is at Michael House, Baker Street, London W1A 1DN



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- 1.6 "M&S Trustees" the Trustees appointed by M&S under Article 15.2
- 1.7 "Memorandum" the Memorandum of Association of the Charity
- 1.8 "Office" the registered office of the Charity
- 1.9 "Participating Charities" Barnardos whose registered office is at Tanners Lane, Barkingside, Ilford, Essex IG6 1QG (charity number 216250) Company Number 61625.
- The Trustees for the time being of the BBC Children In Need Appeal of Bush House, PO Box 76, Strand, London WC2 4PH (charity number 80252).
- ChildLine whose registered office is at Studd Street, London N1 0QW (charity number 2622689) Company Number 1003758.
- Church of England Children's Society whose registered office is at Edward Rudolph House, Margery Street, London WC1X 0JL (charity number 221124) Company Number 40004.
- Comic Relief whose registered office is at Hanover House, Hanover Square, London W1R 0BE (charity number 326568) Company Number 1967154.
- The National Society for the Prevention of Cruelty to Children whose registered office is at NSPCC National Centre, 42 Curtain Road, London EC2A 3NH (charity

number 216401) Company  
Number 922359.

NCH Action for Children  
whose registered office is at 85  
Highbury Park, London N5  
1UB (charity number 215031).

- 1.10 "Participating Charities trustees" the Trustees nominated by the  
Participating Charities under  
Article 15.4
- 1.11 "Secretary" the Secretary of the Charity or  
any other person appointed to  
perform the duties of the  
Secretary of the Charity,  
including a joint, assistant or  
deputy Secretary.
- 1.12 "Trustee and Trustees" equivalent to the director and  
directors as defined in the Act
2. Unless the context otherwise requires, words or expressions contained in  
the Articles bear the same meaning as in the Act but excluding any  
statutory modification thereof not in force when the Articles become  
binding on the Charity.

#### MEMBERSHIP

3. Notwithstanding any clause to the contrary set out herein the subscribers  
to the Memorandum and such other persons as are admitted to  
membership with the consent of M&S, shall be the members of the  
Charity.
4. Membership shall not be transferable. A member shall cease to be a  
member:-
- 4.1 on the expiry of at least seven clear days' notice given by it to the  
Charity of intention to withdraw;
- 4.2 if it makes any arrangement or composition with creditors generally or  
it goes into liquidation otherwise than for the purpose of a solvent  
reconstruction or amalgamation or has an administrator or a receiver or  
an administrative receiver appointed over all or any part of its assets or  
an order is made or a resolution passed for its winding up; or

### Patron

5. The Trustees may appoint and remove any person as a patron of the Charity and on such terms as it shall think fit.
6. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

### GENERAL MEETINGS

#### Annual General Meeting

7. 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 shall think suitable.

#### Other General Meetings

8. 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. In default, the requisitionists may call a general meeting in accordance with the Act.

#### Length of Notice

9. Unless Article 10 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
10. A general meeting may be called by shorter notice if it is so agreed:-
  - 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
  - 10.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

### Contents of Notice

11. Every notice calling a general meeting shall specify the place, day and time of the meeting 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.

### Service of Notice

12. Notice of general meetings shall be given to every member and to the Trustees and any patron and to the auditors of the Charity.

### PROCEEDINGS AT GENERAL MEETINGS

13. The business of any General Meeting shall be conducted in such manner as the members shall decide.
14. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more members.

### TRUSTEES

#### The Board of Trustees

- 15.1 Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be 5 and the minimum shall be 3 comprising at least:-
  - (i) up to two M&S Trustees
  - (ii) one Participating Charities Trustee
- 15.2 An M&S Trustee may be appointed or dismissed at any time under this Article 15.2 by written notice served on the Secretary at the Office and signed on behalf of M&S (in the case of the M&S Trustees).
- 15.3 The candidate for the office of Participating Charities Trustee shall be nominated by the Participating Charities by written notice served on the Secretary at the Office. The Participating Charities can by similar notice at any time request the Trustees to appoint someone else as a replacement Participating Charities Trustee. The Trustees shall not unreasonably refuse to appoint the Participating Charities nominee as the Participating Charities Trustee.

### Powers of Trustees

16. Subject to the provisions of the Act, the Memorandum 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 Memorandum or 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.
17. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

### Regulations

18. The Trustees shall have power from time to time to 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 and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

### Delegation of Trustees' powers

- 19.1 The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
  - 19.1.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
  - 19.1.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
  - 19.1.3 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 and for that purpose every committee shall appoint a secretary; and
  - 19.1.4 all delegations under this Article shall be revocable at any time; and

- 19.1.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 19.2 The Trustees shall in particular pursuant to Article 19.1 establish a Steering Group which shall comprise representatives of each of M&S, and of the Participating Charities.
20. For the avoidance of doubt, the Trustees may (in accordance with Article 19) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
21. 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.

#### Investment Management

22. The Trustees may appoint as the investment manager for the Charity a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:
- 22.1 an individual of repute with at least fifteen years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986: or
- 22.2 a company or firm of repute which is an authorised or exempted person within the meaning of the FSA otherwise than by virtue of Section (45)(1)(j) of the FSA.
23. The Trustees may, subject to these Articles, delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Charity on behalf of the Trustees in accordance with the investment policy laid down by the Trustees.
24. Where the Trustees make any delegation in accordance with these Articles they shall:
- 24.1 inform the investment manager in writing of the extent of the Charity's investment power;
- 24.2 lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;

- 24.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- 24.4 ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;
- 24.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- 24.6 review the appointment at such intervals not exceeding 24 months as they shall think fit.
- 25. Where the Trustees make any delegation in accordance with these Articles they shall do so on the terms that:
  - 25.1 the investment manager shall comply with the terms of his or her delegated authority;
  - 25.2 the investment manager shall not do anything which the Trustees do not have the power to do;
  - 25.3 the Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with these Articles; and
  - 25.4 the Trustees shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.
- 26. The Trustees may:
  - 26.1 make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as the nominee of the Charity whose registered office is in England and Wales; and
  - 26.2 pay reasonable and proper remuneration to any corporate body acting as the nominee of the Charity in pursuance of this Article.

#### Appointment and retirement of Trustees

- 27. The Trustees shall be appointed by the members for such period(s) of office as the members think fit. No person may be appointed as a Trustee:
  - 27.1 unless he or she has attained the age of 18 years; or



- 27.2 in circumstances that had he or she been a Trustee he or she would have been disqualified from acting under the provisions of Article 28.

#### Disqualification and removal of Trustees

28. The office of a Trustee shall be vacated if:-
- 28.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or
- 28.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 28.3 he or she is, or may be, suffering from mental disorder and either:-
- 28.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 28.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 28.4 he or she resigns his or her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 28.5 a written notice is served on the Charity at the Office addressed to the Secretary dismissing him or her as a Trustee and duly signed on behalf of M&S (in the case of an M&S Trustee) and on behalf of the Participating Charities (in the case of the Participating Charities Trustee).

#### Expenses of Trustees

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

#### PROCEEDINGS OF TRUSTEES

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

31. Two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
32. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
33. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be two, one of whom shall be an M&S Trustee.
34. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees 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.
35. The Trustees may appoint one of the M&S Trustees to be the chair of the Trustees and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
36. 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.
37. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and 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. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

#### Reserved Matters

38. Notwithstanding any clause to the contrary set out herein each of the following matters shall require the sanction of a resolution of the Trustees:
- 38.1 any contract or arrangement between M&S and the Charity;
  - 38.2 any decision changing the beneficiaries of the Charity;
  - 38.3 the approval of the annual budget and the year end accounts of the Charity;
  - 38.4 any resolution to wind up the Charity; and
  - 38.5 any material acquisition, divestiture (other than a charitable grant) and agreement entered into by the Charity.

#### GENERAL

##### Secretary

39. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

##### Minutes

40. The Trustees shall cause minutes to be made in books kept for the purpose:-
- 40.1 of all appointments of officers made by the Trustees; and
  - 40.2 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 had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

##### Accounts and Reports

41. The Charity 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.

42. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

- 42.1 annual reports;
- 42.2 annual returns;
- 42.3 annual statements of account.

#### Notices

43. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
44. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at its registered address or by leaving it at that address.
45. A member present, either 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.
46. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### Indemnity

47. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

#### Trustees' Indemnity Insurance

48. The Trustees shall have power to resolve pursuant to clause 4.21 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

#### Winding-up

49. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.