

**THE COMPANIES ACTS 1985 TO 2006**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION OF  
CARE FOR THE CARERS LIMITED**

**1. Meaning of Words**

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.1	Words	Meanings
	Act	The Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
	Address	A postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity
	Articles	These Articles of Association
	Board	The Board of Trustees of the Charity, the members of which are the Directors of the Charity and are charity Trustees
	Chair	The Chair of the Board of Trustees. Where the Chair is unable to act, the term includes any person discharging the functions of the Chair.
	Charities Act	The Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
	Charity Commission	The Charity Commission of England and Wales
	Clear Days	In relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates
	Charity	Means Care for the Carers and is regulated by these Articles
	Document	Document includes, unless otherwise specified, any document sent or supplied in electronic form
	Electronic form	Electronic form has the meaning given in Section 1168 of the Companies Act 2006

Month	Calendar month
Objects	The Objects of the Charity as defined in clause 59 of these Articles
Office	The registered office of the Charity
Officers	Includes the directors and the secretary (if any)
Regulations	Any rules, standing orders or regulations made in accordance with these Articles
Seal	The common seal of the Charity if it has one
Secretary	Any person appointed to perform the duties of the secretary of the Charity
Signed	Shall include faxes of signatures and other forms of authentication that are permitted by law
Special Business	As defined in Article 11.3
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Trustees	The directors of the Charity
United Kingdom	Great Britain and Northern Ireland
in Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible)

1.2 Words in the singular form include the plural and vice versa and words importing one gender shall include all genders

1.3 The words "person" or "people" include corporations.

1.4 Apart from the words defined above, any words or expression defined in the Act (excluding any statutory modification not in force when this constitution becomes binding on the Charity) will have the same meanings in these Articles, provided they are consistent with the subject or context. Apart from the exception noted in the previous sentence a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

1.5 Headings are not part of the Articles.

## **2. The Constitution of the Charity; Rights of Inspection**

2.1 The Charity is established for the Objects.

- 2.2 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office. Any member who requests a copy of the Articles must be sent a copy.

### **3. Members**

- 3.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 3.2 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 3.3 Subject to the Act, the register is available for inspection by: (i) the members of the Charity without charge; and (ii) any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law.

### **4. Membership**

- 4.1 The initial members are the subscribers who signed these Articles.

- 4.2 Membership is open to the following :-

- (a) Any individuals whom the Board decides to admit to membership.
- (b) Any organisations which the Board decides to admit to membership.

The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representations must be notified to the applicant but shall be final.

- 4.3 A member which is an organisation must, if asked, give a copy of its constitution to the Charity.
- 4.4 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend and to vote at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.
- 4.5 Members which are organisations stop being members in the same way as individual members stop being members.
- 4.6 The Board may delegate the power to admit members.

## **5. No transfer of Membership**

- 5.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

## **6. Ending of Membership**

- 6.1 A member stops being a member of the Charity if:
- (a) the member resigns from membership by giving notice in Writing to the Charity; or
  - (b) membership is ended under Article 7; or
  - (c) the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or
  - (d) the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
  - (e) is absent without notice from two consecutive annual general meetings and is asked by a majority of the Trustees to resign; or
  - (f) the member dies or the organisation ceases to function or is wound up.

## **7. Removal from Membership**

- 7.1 The Board may suspend the rights of any member by giving the member notice in Writing of the suspension if the notice will make clear the rights of appeal that the member has and that if an appeal is unsuccessful, membership will be terminated. During suspension the member continues to be a member of the Charity for the purposes of the Act but does not have the right to vote on members' resolutions.
- 7.2 Within 28 days of receiving that notice the member can appeal in Writing to the Charity against the suspension. If no appeal is received within the time limit, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the Board or a committee appointed by the Board. The member, or at the option of the member, the member's representative (who need not be a member of the Charity) has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension.

## **8. General Meetings**

- 8.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

## **9. Extraordinary General Meetings**

- 9.1 All general meetings except annual general meetings are called general meetings.

## **10. Calling of General Meetings**

- 10.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than ten percent of the members of the Charity request it in Writing, subject to the provisions of the Act.

## **11. Notice of General Meetings**

- 11.1 An annual general meeting or a general meeting must be called by giving at least 21 Clear Days<sup>1</sup> notice in Writing. These notices must specify the place, date, time and the exact details or general nature of any Special Business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with Article 52.
- 11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90 per cent of the members entitled to attend and vote at it.
- 11.3 At a general meeting all business will be treated as Special Business. At an annual general meeting all business will be treated as Special Business except the consideration of accounts and balance sheets, the reports of the Trustees and auditors, the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last Annual General Meeting, the appointment of auditors, and the fixing of the remuneration of the auditors.

## **12. Quorum**

- 12.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is the greater of:
- (a) six members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;
  - (b) ten percent of the total membership at the time, rounded to the next higher integer.

## **13. Adjournment if no Quorum**

- 13.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present, or during a meeting a quorum ceases to be present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. When a meeting is adjourned for twenty one days or more at least fourteen 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 the Board must give at least seven clear days<sup>1</sup> notice.
- 13.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present in person or by proxy at that time will be a quorum for that meeting.

#### **14. Chair**

- 14.1 The Chair (if any) of the Board should normally preside as Chair at every general meeting of the Charity. If there is no Chair, or if the Chair is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the Chair of the meeting and in default the members at the meeting shall select a Chair.

#### **15. Adjournment of the Meeting**

- 15.1 The Chair may, with the consent of any meeting at which a quorum is present (and must if so directed by ordinary resolution of members present in person or by proxy at the meeting), adjourn the meeting from time to time and from place to place. But no business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 15.2 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the day, time and place of the meeting.
- 15.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting, subject to the requirements of article 15.2.

#### **16. Voting on Resolutions**

- 16.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the Chair or at least two members present in person or by proxy or by members present in person or by proxy representing not less than ten percent of the total voting rights, whoever is the lower number. Members may vote by proxy.
- 16.2 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.3 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 16.4 The result if the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.6 A poll demanded on any other occasion must be taken either immediately or at such time and place as the person chairing the meeting directs, but a poll must be taken within thirty days after it has been demanded.
- 16.7 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the day, time and place at which the poll is to be taken.

16.8 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

16.9 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak vote and demand a poll at a meeting of the Charity.

## **17. Proxies**

17.1 A person holding a proxy may vote on any resolution.

17.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out in Article 17.4 or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

17.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

17.4 Proxies may only validly be appointed by notice in writing which:

- (a) States the name and address of the member appointing the proxy;
- (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine;
- (d) Is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

17.5 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

17.6 Unless a proxy notice indicates otherwise, it must be treated as:

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





- 19.3 The auditor or reporting accountant has the right to attend and speak at general meetings.
- 19.4 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, unless the Trustee is also a member.
- 19.5 No member shall be entitled to vote at any general meeting unless all monies then payable by that member to the Charity have been paid.

## **20. Written Agreement to Resolution**

- 20.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- (a) it must be in Writing;
  - (b) a copy of it must have been sent to every eligible member;
  - (c) in the case of a special resolution it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (d) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (e) it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date; it may consist of two or more documents in identical form signed by members;
  - (f) the passing of the resolution must comply with any other requirements of the law from time to time.

## **21. Management by the Board**

- 21.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.
- 21.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.
- 21.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

## **22. Payment of Subscriptions**

- 22.1 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions.

## **23. Indemnity of Trustees**

To the extent permitted by law, and specifically sections 232 to 234 of the Companies Act 2006, from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Charity may indemnify every Trustee out of the assets of the Charity against all costs and liabilities incurred by the Trustee which relate to anything done or omitted or alleged to have been done or omitted by the Trustee as a Trustee save that no Trustee may be entitled to be indemnified:

- (a) for any liability incurred by the Trustee to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
- (b) for any fine imposed in criminal proceedings;
- (c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- (d) for any liability which the Trustee has incurred in defending any criminal proceedings in which the Trustee is convicted and such conviction has become final;
- (e) for any liability which the Trustee has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against the Trustee; and
- (f) for any liability which the Trustee has incurred in connection with any application under the Act in which the court refuses to grant the Trustee relief and such refusal has become final.

23.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by the Trustee in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by the Trustee as a Trustee, provided that the Trustee will be obliged to repay such amounts no later than:

- (a) in the event the Trustee is convicted in proceedings, the date when the conviction becomes final;
- (b) in the event of judgment being given against the Trustee in proceedings, the date when the judgment becomes final; or
- (c) in the event of the court refusing to grant the Trustee relief on any application under the Act, the date when refusal becomes final.

23.3 In this article a Trustee means any Trustee or former Trustee of the Charity.

## **24. Payment of reasonable expenses to Trustees**

24.1 The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted in these Articles or by law.

## **25. The Keeping of Minutes**

25.1 The Board must keep minutes of all:-

- (a) appointments of officers by the Board;
- (b) proceedings of the meetings of the Charity
- (c) meetings of the directors and committees of directors including:
  - (i) the names of the Trustees present at the meeting
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

## **26. The Make-up of the Board**

26.1 The Board consists of:-

- (a) not less than three and no more than twelve persons elected by members of the Charity
- (b) not more than three additional individuals co-opted at any time by the Board in accordance with Article 31.3.

26.2 No person other than a Trustee retiring by rotation shall be appointed or re-appointed as a Trustee at any annual general meeting unless they are recommended by the Board or approved under any appointment process prepared by the Board.

26.3 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.

## **27. Retirement of members of the Board**

At the third annual general meeting after a Trustee's last election or appointment that Trustee (other than any co-opted Trustee), shall retire. Any retiring Trustee shall be eligible for re-election provided that no Trustee may normally serve for more than three consecutive terms of three years.

On being elected Chair a Trustee may serve for up to six years as Chair, even though this may take their total service as a Trustee to more than nine years in total.

If a Trustee ceases to be a Trustee and then re-joins the Board as a Trustee, their service as a Trustee will be considered continuous, and subject to the above conditions if the break in their period of Trusteeship is less than three years.

In exceptional circumstances the Board may override the above conditions if it determines that it is appropriate and in the best interests of the Charity.

## **28. Change in composition of the Board**

28.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

**29. Notification of change of members of the Board to the Registrar of Companies**

- 29.1 All appointments, retirements or removals of Trustees and the Company Secretary must be notified to the Registrar of Companies.

**30. Appointments to the Board and Co-option**

- 30.1 The vacancies arising as a result of retirement in accordance with Article 28 may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in this Article 31.
- 30.2 The Board can appoint anyone to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting when they may be elected by the members unless they cease to be a Trustee prior to that by virtue of Article 32 or 33.
- 30.3 The Board may also co-opt up to three additional persons onto the Board at any time in excess of the maximum number of Trustees set out in Article 27.1(a) who shall hold office until the next annual general meeting unless they cease to be a Trustee prior to that by virtue of Article 32 or 33. A co-opted Trustee may be removed by the Board at any time and may not be co-opted more than nine times. In the event that a co-opted Trustee goes on to be elected by the members, for the purposes of the retirement provisions in Article 28 the initial appointment of the co-opted Trustee shall be the date on which the co-opted Trustee was first co-opted.
- 30.4 Such appointees or co-optees may vote at meetings of the Board.

**31. Ending of Board Membership**

- 31.1 A Trustee ceases to hold office if that Trustee:-
- (a) becomes bankrupt or makes any arrangement or composition with creditors of that Trustee generally; or
  - (b) becomes barred from membership of the Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
  - (c) becomes incapable whether mentally or physically of managing their own affairs; or
  - (d) resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or
  - (e) is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign; or
  - (f) is directly or indirectly involved in any contract or proposed contract with the Charity and fails to declare the nature of the interest in the proper way. The proper way is by giving notice at the first meeting which the Trustee attends after that interest arises (or such other way as is legally sufficient from time to time) and the Board resolves by two thirds of those present at the meeting to remove that Trustee; or

- (g) is removed from office under Article 33;
- (h) is a co-opted Trustee and is removed by the Board under these Articles; or
- (i) is removed from office by a resolution of at least 75% of the other Trustees at a Board meeting at which at least half of the serving Trustees are present.

## **32. Removal of a Trustee by a General Meeting**

- 32.1 A general meeting of the Charity may remove any Trustee before the end of the Trustee's period of office whatever the rest of these Articles or any agreement between the Charity and the Trustee may say.
- 32.2 Removal can take place only by the Charity passing an ordinary resolution saying so. Members of the Charity must give a notice to the Charity of the intention to remove a Trustee and/or appoint a replacement subject to these Articles. At least 28 Clear Days' notice must be given to the Charity and all other requirements of the Act must be complied with. Once the Charity receives such notice it must immediately send a copy to the Trustee concerned. The Trustee concerned has a right to be heard at the general meeting and has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting.

## **33. Meetings of the Board**

- 33.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 33.2 No decision may be made by a meeting of the Board unless a quorum is present at time the decision is purported to be made. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 33.3 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 33.4 The Charity, if requested by the Chair or a Trustee, must summon a meeting of the Board.
- 33.5 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.
- 33.6 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

## **34. Officers of the Board**

- 34.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

**35. Quorum for the Board**

- 35.1 The quorum necessary for business to be done at a Board meeting is three.

**36. Vacancies on the Board**

- 36.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity.

**37. A Resolution may be Approved by Signature Without a Meeting**

- 37.1 A resolution in Writing Signed by all the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

**38. Validity of Acts Done at Meetings**

- 38.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that the Trustee was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification, provided that if without (a) the vote of the Trustee who was entitled to vote; and (b) that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

**39. Delegation by the Board**

- 39.1 The Board may delegate the administration of any of its powers to committees consisting of one or more Trustees and any such committee or Trustee must conform to any rules that the Board imposes on it. The terms of such delegation must recorded in the minutes.

- 39.2 The Board may impose conditions when delegating, including conditions that:

- (a) The relevant powers are to be exercised exclusively by the committee to which it delegates;
- (b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Board.

- 39.3 The Board may revoke or alter a delegation.

- 39.4 The Board may co-opt any person or people who are not Trustees to serve on the committee.

- 39.5 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

**40. Chair of Committees**

- 40.1 A committee may elect a chair of its meetings if the Board does not nominate one.

- 40.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.

#### **41. Meetings of Committees**

- 41.1 A committee may meet and adjourn whenever it chooses.
- 41.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 41.3 A committee must have minutes entered in minute books. Copies of these minutes must be given to all Trustees.

#### **42. Appointment and Removal of the Company Secretary**

- 42.1 To the extent required by law, the Charity must have a Company Secretary. The Board may appoint and remove the Company Secretary and may decide the Company Secretary's period of office, pay (if not a Trustee) and conditions of service.

#### **43. Actions of Trustees and Company Secretary**

- 43.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

#### **44. The Seal**

- 44.1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.
- 44.2 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.
- 44.3 Everything to which the Seal is affixed must be:-
  - (a) signed by a member of the Board; and
  - (b) countersigned by the Company Secretary or by a second Trustee or by some other person appointed by the Board for that purpose.

#### **45. Proper Accounts must be Kept**

- 45.1 Accounts shall be prepared in accordance with the Act.
- 45.2 The accounts must be prepared to show a true and fair view and follow applicable accounting standards issued or adopted by the Accounting Standards Boards or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 45.3 The directors must keep accounting records as required by the Act.

#### **46. Books must be Kept at the Office**

- 46.1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees.

#### **47. Inspection of Books**

- 47.1 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

#### **48. Annual Report, Accounts and Returns**

- 48.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) Transmission of a copy of the statements of account to the Charity Commission;
- (b) Preparation of an Annual Report and the transmission of a copy of it to the Charity Commission;
- (c) Preparation of an Annual Return and its return to the Charity Commission.

- 48.2 The Trustees must notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

- 48.3 To the extent required by law, the Board must, for each accounting reference period, put before a general meeting of the Charity such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members.

- 48.4 The Board must file with the Registrar of Companies and the Charity Commission all annual returns and other documents that are required to be filed.

#### **49. Appointment of Reporting Accountants or Auditors**

- 49.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

#### **50. Means of Communication and Service of Notices**

- 50.1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

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

- 50.3 The Charity may give notice to any member either:

- (i) personally; or
- (ii) by delivering it or sending it by ordinary post in a prepaid envelope to the member's registered address; or



- (iii) if the member has provided the Charity with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (iv) if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (v) in accordance with the provisions for notice on a website set out below

If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which that member has given the Charity for that purpose or in accordance with (iii), (iv) or (v) above but otherwise no member not within the United Kingdom shall be entitled to receive any notice from the Charity.

- 50.4 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent.
- 50.5 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) If sent by post in accordance with this Article, 48 hours after the envelope containing it was posted.
  - (b) If sent electronically, 48 hours after it having been properly sent.
- 50.6 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.
- 50.7 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing the member that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.
- 50.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 50.9 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 50.10 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

## **51. Accidental Omission of Notice**

- 51.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

## **52. Who is Entitled to Notice of General Meetings**

52.1.1 Notice of every general meeting must be given to:-

- (a) every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);
- (b) the reporting accountants or auditor of the Charity;
- (c) all Trustees; and
- (d) all those with rights of nomination to the Board (if any).

- 52.2 No one else is entitled to receive notice of general meetings.

## **53. Alteration of the Articles**

- 53.1 The Charity may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of members of which 21 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice.

- 53.2 No alteration may be made to an Article which directs or restricts the way money or property of the Charity may be used, or which directs the application of property on dissolution, or which authorises any benefit for Trustees or members without the Charity Commission's prior written approval where that is required by law.

- 53.3 The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations.

## **54. Rules and Regulations**

- 54.1 The Board may make such reasonable rules and regulations, bye laws or standing orders as it may deem necessary or expedient for the proper conduct and management of the Charity. These must not be such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

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

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

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

**55. Disputes**

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

**56. Dissolution of the Charity**

- 56.1 The Board or a general meeting may decide at any time to dissolve the Charity. The Charity shall then call a meeting of all members entitled to notice of general meetings.

- 56.2 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 charity or charities for particular purposes that fall within the Objects.

- 56.3 58.3 Subject to any 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 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 charity or charities for particular purposes that fall within the Objects.

- 56.4 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 58.2 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Charity Commission.

- 56.5 If the Charity is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. In addition to the other institution(s) having objects which are similar to those of the Charity it must prohibit the

distribution of its income and property among its members to an extent similar to the restrictions in these Articles.

- 56.6 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

**57. Registered Office**

The registered office of the Charity will be in England and Wales.

**58. Objects of the Charity**

- 58.1 The objects of the Charity (the "Objects") are:-

To provide support, advice and information to any carer, of any age, in East Sussex, Brighton and Hove or who is caring for someone living in East Sussex, Brighton and Hove. A carer is a relative, partner or friend, of any age, who within the past three years has provided essential care or support to someone who is disabled whether through mental or physical ill health, learning disability or frailty. This includes parent or sibling caring for a disabled child.

**59. Powers of the Charity**

- 59.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has the following powers:-

- 59.1.1 To help bring about the co-ordination of services for carers in East Sussex, Brighton and Hove by:-

- (a) liaising with statutory and voluntary organisations and private agencies;
- (b) seeking representation on the joint planning bodies; and
- (c) providing a central point for all those involved with carers.

- 59.1.2 To provide support, advice and information to carers' groups by:-

- (a) providing a regular newsletter;
- (b) circulating new and current information on all aspects affecting carers;
- (c) providing a central point for all those involved with carers;
- (d) providing information and advice to carers and those supporting carers;
- (e) promoting the development of respite care; and
- (f) promoting a full range of practical support for carers.

- 59.1.3 To develop new initiatives in support of carers by:-

- (a) identifying gaps in the provision of services;

- (b) identifying geographical gaps in services;
  - (c) developing new services for carers in conjunction with carers, statutory and voluntary organisations and private agencies;
  - (d) securing funds from statutory and charitable sources to develop and maintain initiatives in support of carers;
  - (e) liaising with the private sector; and
  - (f) promoting carers' self-help groups.
- 59.1.4 To provide advice and information to statutory and voluntary organisations on all matters relating to carers by:-
- (a) acting as a central point for the collation and circulation of information;
  - (b) providing consultation, advice and information to those working with carers and carers' groups; and
  - (c) contributing to policy development.
- 59.1.5 To act as advocates for carers by:-
- (a) advising carers and carers' organisations how to receive increased support and services;
  - (b) raising carers' issues with statutory and voluntary organisations and private agencies;
  - (c) representing individual carers in cases of dispute with statutory or voluntary organisations; and
  - (d) advising carers of their rights.
- 59.1.6 To raise public awareness as to the existence and needs of carers by:-
- (a) publicity through radio, TV, press, articles and leaflets and other media;
  - (b) speaking at public functions;
  - (c) providing occasional public meetings; and
  - (d) bringing carers' needs to the attention of MPs, councillors and members of Health Authorities, Trusts and other public bodies.
- 59.1.7 To promote training for carers and those working with carers by:-
- (a) establishing workshops and training courses;
  - (b) circulating information on workshops and training courses; and
  - (c) encouraging statutory and voluntary training organisations to provide courses for carers and those supporting carers.

- 59.1.8 To raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 59.1.9 to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
- 59.1.10 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 59.1.11 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 59.1.12 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 59.1.13 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 59.1.14 to employ and pay any employees, officers, servants and professional or other advisers;
- 59.1.15 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 59.1.16 to give or receive guarantees or indemnities;
- 59.1.17 to promote or undertake study or research and disseminate the results of such research;
- 59.1.18 to produce, print and publish anything in any media;
- 59.1.19 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 59.1.20 to promote and advertise the Charity's activities;
- 59.1.21 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- 59.1.22 to undertake any charitable trust;
- 59.1.23 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 59.1.24 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities

and to finance such limited company or companies or other body by way of loan or share subscription or other means;

- 59.1.25 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 59.1.26 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 59.1.27 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 59.1.28 to open and operate bank accounts and other banking facilities;
- 59.1.29 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 59.1.30 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 59.1.31 to insure any risks arising from the Charity's activities;
- 59.1.32 to the extent permitted by law, to purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
  - (a) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
  - (b) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity;
  - (c) any liability to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of 60.1.28 (a) or 60.1.28 (b) must be so framed as to exclude the provision of an indemnity for a person in respect of:

- (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (ii) any liability incurred by a Trustee in defending any criminal proceedings in which that Trustee is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by that Trustee; or

- (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which that Trustee knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which that Trustee did not care whether it was in the best interests of the Charity or not.

Any insurance in the case of 60.1.28 (c) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his 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;

And to purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

59.1.33 to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;

59.1.34 to pay all the expenses and costs of establishing the Charity;

59.1.35 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (iii) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (iv) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

59.1.36 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;

59.1.37 to do anything else within the law which helps promote the Objects.



## **60. Use of income and property**

- 60.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or by the Charity Commission or shown below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

## **61. Allowed Payments**

- 61.1 No director or connected person may:

- (a) Buy 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 under article 63.2, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

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

- 61.2 Scope and powers permitting directors' or connected persons' benefits

- 61.2.1 A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the directors do benefit in this way.
- 61.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions, in sections 185 and 186 of the Charities Act 2011.
- 61.2.3 Subject to article 63.2.7 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.
- 61.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- 61.2.5 A director or connected person may receive rent for premises let by the director or connected person to the Charity, The amount of rent and 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.

61.2.6 A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.\*

61.2.7 Payment for supply of goods only if controls

The Charity and its directors may only rely upon the authority provided by article 63.2.3 if each of the following conditions is 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 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 else 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 the supplier or with regard to the supply of goods to the Charity.
- (e) The supplier does not vote on any such matter and is not counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors and minuted.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 63.

61.3 The Charity may pay:-

61.3.1 Reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any services to the Charity.

61.3.2 Reasonable and proper remuneration of a Trustee for services actually rendered or goods supplied to the Charity (save for services rendered in his capacity as a Trustee) subject to the conditions of articles 63.1 and 63.2.

61.3.3 Reasonable out-of-pocket expenses to any Trustee.

- 61.3.4 Reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital.
- 61.3.5 Reasonable and proper rent of premises demised or let by any member of the Charity or Trustee.
- 61.3.6 To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 4(aa) above.
- 61.3.7 Any payment to a Trustee under the indemnity provisions in the Articles of Association.
- 61.3.8 In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Charity or Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Charity or Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the avoidance of doubt, any reference in this clause to allowed payments to a Trustee shall also include payments to a person connected to the Trustee.

## **62. Declaration of Directors' interests**

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

## **63. Conflicts of interests and conflicts of loyalties**

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

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

**64. Limited Liability**

64.1 The liability of the members is limited.

**65. Guarantee by Members of the Charity**

65.1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if:-

65.1.1 the Charity is wound-up while that person is a member or within a year afterwards; and

65.1.2 the Charity has debts and liabilities which it cannot meet out of its assets.