

Company number 04207020

Registered charity in England and Wales (1092892) and in Scotland (SC042996)

PRIVATE COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

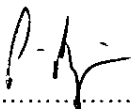
HOLOCAUST EDUCATIONAL TRUST (the Company)

At an annual general meeting of the Company, duly convened and held at 38 Great Smith Street, London SW1P 3BU on Tuesday 29 October 2019 at 5:30pm, the following resolution was passed as a special resolution:

That with effect from the conclusion of the Annual General Meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, which shall include the new object specified below, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

New object:

The promotion of religious and racial harmony, equality, diversity and citizenship by advancing education about the Holocaust and its contemporary relevance.



.....
Paul Phillips, Director and Chairman

29 OCTOBER 2019

Date



Dated

29th October 2019

The Companies Act 2006

Private Company Limited By Guarantee

ARTICLES OF ASSOCIATION

MAURICE TURNOR GARDNER

Maurice Turnor Gardner LLP

15211/1/3712037

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE HOLOCAUST EDUCATIONAL TRUST

(Adopted by special resolution passed on 29th October 2019)

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Charity's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Charities Act: means the Charities Act 2011;

Charity: means the Holocaust Educational Trust, which is a charitable company regulated by the Articles;

Charity Commission: means the Charity Commission for England and Wales;

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

Clear Days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

Connected Person: means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

Director: means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Financial Expert: means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

Member: means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Objects: means the objects of the Charity as stated in article 2;

Special Resolution: has the meaning given in section 283 of the Act;

United Kingdom: means Great Britain and Northern Ireland; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **including**, **include**, **in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall not apply to the Charity.

2. OBJECTS

2.1 The Charity's objects are restricted specifically, in each case only for the public benefit:

- (a) to advance the education of the public in the history of the Holocaust and in particular European history and the history of European Jewry relevant to the Holocaust; and
- (b) the promotion of religious and racial harmony, equality, diversity and citizenship by advancing education about the Holocaust and its contemporary relevance.

2.2 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

3. POWERS

3.1 In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- (a) accept (or disclaim) any gift of money, legacy or other property;
- (b) raise funds by way of subscription, donation or otherwise;
- (c) trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- (d) establish or purchase companies to carry on any trade;
- (e) sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;
- (f) borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- (g) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- (h) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (i) set aside funds for particular purposes or as reserves against future expenditure;
- (j) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;

- (k) delegate the management of investments to a Financial Expert, but only on terms that:
 - (i) the Charity's investment policy is set down in writing by the Directors for the Financial Expert;
 - (ii) all transactions are reported promptly and regularly to the Directors;
 - (iii) investment performance is reviewed regularly with the Directors;
 - (iv) the delegation arrangement may be cancelled by the Directors at any time;
 - (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
 - (vi) all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Directors on receipt;
 - (vii) the Financial Expert must not do anything outside the powers of the Charity;
- (l) arrange for the investments or other property of the Charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Directors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (m) co-operate with other bodies and to exchange information and advice with them;
- (n) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (o) enter into partnership or other arrangement with any other body with objects similar to any or all of the Objects;
- (p) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- (q) enter into contracts to provide services to or on behalf of other bodies;
- (r) provide or procure the provision of advice;
- (s) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- (t) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- (u) subject to article 4.2:

- (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Objects; and
- (ii) make reasonable provision for the payment of pensions for employees and their dependents;
- (v) take out such insurance policies as are necessary to protect the Charity;
- (w) provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- (x) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (y) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- (z) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (aa) provide and assist in the provision of money, materials or other aid;
- (bb) act as trustee and to undertake and execute charitable trusts;
- (cc) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects;
- (dd) pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity; and
- (ee) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

4.2 No part of the income and property of the Charity shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Director shall 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: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the

Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant who is not a Director;
- (c) of interest on money lent by any member of the Charity or Director at a reasonable and proper rate;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (e) of reasonable and proper rent for premises demised or let by any member of the Charity or a Director;
- (f) to any Director of reasonable out-of-pocket expenses;
- (g) of reasonable and proper premiums in respect of indemnity insurance, effected in accordance with article 3.1(w) above.

5. BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS

5.1 Except to the extent permitted by articles 4.1, 4.2, and 5.3, no Director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Director in any other contract to which the Charity is a party.

5.2 The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Directors (or committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

5.3 In addition to and without prejudice to clause 4.2, a Director or a 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.

5.4 A Director's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this article 5.

6. WINDING UP

6.1 On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Charity's remaining assets**) shall not be paid or distributed to the Members but shall be applied or transferred:

- (a) directly for one or more of the Objects;
- (b) to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for particular purposes falling within the Objects.

6.2 The decision on who is to benefit from the Charity's remaining assets, pursuant to article 6.1, may be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

6.3 In the event that no resolution is passed by the Members or by the Directors in accordance with this Article, the Charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

7. LIABILITY OF MEMBERS

7.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

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

8. MEMBERS

8.1 The Directors from time to time and such other persons as the Directors shall admit to membership as a Member from time to time shall be the only Members:

- (a) A Director shall become a Member on becoming a Director.
- (b) The Directors shall admit to membership such persons or organisations as they shall think fit and the Directors may from time to time prescribe (and vary) criteria for membership. The Directors shall not be obliged to give reasons for refusing to accept any person as a Member.

8.2 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.

8.3 Membership is not transferable.

9. TERMINATION OF MEMBERSHIP

9.1 A Member who is also a Director shall cease to be a Member if they:

- (a) cease to be a Director; or
- (b) die.

9.2 A Member who is not also a Director shall cease to be a Member:

- (a) if they die;
- (b) if they resign by notice in writing to the Directors. The Member is deemed to have resigned when the letter of resignation is received at the registered office of the Charity; or

- (c) by unanimous vote of the Directors or, if there shall be more than six Directors, by resolution of the Directors passed by a majority of not less than 3/4ths of the Directors present and voting at the meeting of the Directors convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice in writing of the meeting of the Directors at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or making a written representation to the Directors prior to the Directors voting the resolution.

10. GENERAL MEETINGS OF MEMBERS

- 10.1 The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.
- 10.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Charity.
- 10.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is five Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 10.4 A Member is entitled to appoint another person as his proxy, in accordance with the Act, to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity.
- 10.5 The Chairman shall chair general meetings of the Charity. If the Chairman is not present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- 10.6 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 10.7 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 10.8 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 10.9 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

11. WRITTEN RESOLUTIONS

- 11.1 Subject to article 0, a written resolution of the Members passed in accordance with this article 11 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (b) as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 11.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 11.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 11.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 11.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 11.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
 - (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 11.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 11.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 11.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 11.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

12. PRESIDENT AND HONORARY VICE-PRESIDENT

- 12.1 The Directors may at their discretion appoint any person to be President of the Charity on such terms as they shall think fit and may also remove the President.

12.2 The Directors may at their discretion appoint any person to be Honorary Vice-President of the Charity on such terms as they shall think fit and may also remove the Honorary Vice-President.

13. PATRONS

13.1 The Directors may at their discretion appoint any person to be a Patron of the Charity (and remove any Patron) on such terms as they shall think fit.

13.2 A Patron shall have the right:

- (a) to request that he shall attend and speak (but not vote) at any General Meeting of the Charity;
- (b) to request copies of the accounts of the Charity.

14. COUNCIL

14.1 The Directors may at their discretion appoint any persons to serve on the Council on such terms as they think fit and may also remove any member of the Council.

14.2 A member of the Council shall have the right:

- (a) to request that he shall attend and speak (but not vote) at any General Meeting of the Charity;
- (b) to request copies of the accounts of the Charity.

14.3 The Council shall consider and provide advice to the Directors on matters referred to it by the Directors.

15. DIRECTORS

15.1 The number of Directors shall not be subject to any maximum but shall not be less than three.

15.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.

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

16. POWERS OF DIRECTORS

16.1 Subject to the provisions of the Act, the Articles and any Special Resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.

16.2 No alteration of the Articles or any Special Resolution shall invalidate any prior act of the Directors.

16.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

17. APPOINTMENT OF DIRECTORS

17.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by resolution of the Directors, subject to article 18.2 below.

17.2 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

18. RETIREMENT OF DIRECTORS

18.1 The usual term of office for a Director shall be three years, unless appointed for a shorter period, at the end of which they shall retire. Subject to article 18.2, a Director shall be eligible for reappointment by the Directors for up to a further three terms, each of three years.

18.2 No Director shall serve for more than 12 consecutive years. An individual who has served as a Director for 12 consecutive years may not be appointed to be a Director until one full year has passed since he ceased to hold office as a Director.

18.3 The following shall be treated as being appointed on the following dates for the purposes of articles 18.1 and 18.2:

| | |
|---------------------------------|----------------------------|
| <i>Paul Phillips</i> | <i>25th June 2012</i> |
| <i>Paul Berlyn</i> | <i>13th September 2017</i> |
| <i>Lord Browne of Madingley</i> | <i>29th October 2019</i> |
| <i>Sam Freedman</i> | <i>29th October 2019</i> |
| <i>Dame Helen Hyde DBE</i> | <i>13th September 2017</i> |
| <i>Amelia Ireland</i> | <i>29th October 2019</i> |
| <i>Mike Karp</i> | <i>19th October 2016</i> |
| <i>Ed Lewin</i> | <i>13th September 2017</i> |
| <i>Hannah Lewis MBE</i> | <i>21st October 2015</i> |
| <i>Kirsty McNeill</i> | <i>19th October 2016</i> |
| <i>Marilyn Ofer</i> | <i>13th September 2017</i> |
| <i>Martin Paisner CBE</i> | <i>13th September 2017</i> |

19. DISQUALIFICATION AND REMOVAL OF DIRECTORS

19.1 A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Act;
- (b) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;

- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) cease to be a Member of the Charity;
- (e) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (f) in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) resign by written notice to the Charity, provided that at least three Directors will remain in office once the resignation takes effect; or
- (h) are absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
- (i) are removed from office by a resolution of the Directors that it is in the best interests of the Charity that their office be vacated passed at a meeting at which a simple majority of the Directors are present. Such a resolution must not be passed unless:
 - (i) the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration.

20. PROCEEDINGS OF DIRECTORS

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

20.2 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Director or person acting as a Director was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

21. CALLING A DIRECTORS' MEETING

21.1 Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

21.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

- (a) the time, date and place of the meeting;
- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

22. PARTICIPATION IN DIRECTORS' MEETINGS

22.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

22.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

23. QUORUM FOR DIRECTORS' MEETINGS

23.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than five and, unless otherwise fixed, it is five.

23.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

23.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

24. CHAIRING DIRECTORS' MEETINGS

24.1 The Directors shall appoint one of their number as chair of Directors (the **Chairman**).

24.2 The usual term of office for a Chairman shall be four years, at the end of which they shall retire. Subject to articles 24.3 and 24.4, a Chairman shall be eligible for reappointment by the Directors for up to a further one term of four years.

24.3 Subject to article 24.4, no Chairman shall serve for more than eight consecutive years. An individual who has served as Chairman for eight consecutive years may not be appointed to be Chairman until one full year has passed since he ceased to hold office as a Chairman.

24.4 The one year cooling off period referred to at article 24.3 may be waived and the Chairman immediately reappointed for a further term of four years (or shorter) by a decision made by 75% of the Directors (where the Chairman shall not be involved in such a decision).

24.5 If at any meeting of the Directors the Chairman, if any, is not participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

25. DECISION-MAKING BY DIRECTORS

25.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 26.

25.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

26. UNANIMOUS DECISIONS BY DIRECTORS

26.1 A decision of the Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

26.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

26.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

26.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

27. DELEGATION BY DIRECTORS

27.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.

27.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or committee.

27.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
- (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

27.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.

27.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

- 27.6 The terms of any delegation to a committee shall be recorded in the minute book.
- 27.7 The Directors may revoke or alter a delegation.
- 27.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

28. CONFLICTS OF INTEREST

28.1A Director must declare the nature and extent of any interest, direct or indirect, which he 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.

28.2A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

28.3If 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 interests 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.

In this article 28.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

29. SECRETARY

29.1The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

29.2A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

30. CHANGE OF COMPANY NAME

30.1The name of the Company may be changed by:

- (a) decision of the Directors; or

(b) a Special Resolution of the Members,

30.2 or otherwise in accordance with the Act.

31. MINUTES

31.1 The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

32. RECORDS AND ACCOUNTS

32.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

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

32.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

32.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

33. COMMUNICATIONS

33.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.

33.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

33.3A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

34. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

35. INDEMNITY

35.1 Subject to article 0, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

35.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

Your charity details

Registration number: 3042892
Charity name: HORTON CHARITY FOUNDATION TRUST
Governing document:
Horton Foundation Trustees Association Incorporated, The 27th April 2005

| Detail | Status | Actions |
|-----------------------|---|-----------------------------------|
| Collect Clause Change | You have provided the state that the change was made. To complete the process, you now need to upload the resolution. | Upload Resolution |

Services available:

Annual Return

Update Charity Details

Change the charity financial period