



COMPANIES ACTS 1985 TO 2006

ARTICLES OF ASSOCIATION

OF

CARER SUPPORT WILTSHIRE

Incorporated on: 12th April 2002
as amended by special resolutions dated: 19th November 2003;
2nd September 2010; 30th March 2011; 7th December 2011; 19 August 2016; (change to objects
took effect 13 September 2016); and 21 April 2020

Company No: 04415685
Charity No: 1092762



A COMPANY NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
CARER SUPPORT WILTSHIRE
(Adopted by special resolution on 21 April 2020)

1 NAME

- 1.1 The name of the company is Carer Support Wiltshire (the "Charity").
- 1.2 The Charity may change its name by resolution of the Board.

2 REGISTERED OFFICE

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

3 OBJECTS

The objects of the Charity are to promote any charitable purpose, for the benefit of the whole community (particularly but not exclusively the community in and around Wiltshire), including the advancement of education, the promotion of health and the relief of poverty, sickness and distress in particular but without limitation by supporting carers.

4 POWERS

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:

- 4.1 to promote or carry out research surveys, studies or other work, making the useful results available;
- 4.2 to provide advice;
- 4.3 to print, publish, issue, distribute and commission papers, periodicals, books, circulars, pamphlets, leaflets, journals, films, tapes and other instructional matter on any media;
- 4.4 to advertise in such manner as may be thought expedient;
- 4.5 to co-operate, collaborate and to share information and advice with other bodies;
- 4.6 to support, administer or set up other charities;
- 4.7 to establish charitable trusts for any particular purposes of the Charity, to act as trustees of such special charitable trust whether established by the Charity or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Charity and may be conducive to its Objects;
- 4.8 to raise funds for the Charity;
- 4.9 to carry out trade in so far as either the trade is exercised in the course of carrying out the Objects or the trade is temporary and ancillary to the carrying out of the Objects or is otherwise permissible for a charity by law;

- 4.10 to receive and administer bequests and donations;
- 4.11 subject to any restrictions imposed by law, to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as the Trustees may think fit;
- 4.12 to acquire or hire property of any kind, and to alter, maintain and equip any such property as may be required from time to time;
- 4.13 subject to any restrictions imposed by law, to exchange, sell, let, mortgage, charge, dispose of, turn to account, or otherwise deal with all or any of the property or assets of the Charity;
- 4.14 to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Trustees;
- 4.15 to set aside funds for special purposes or as reserves against future expenditure;
- 4.16 to acquire any property of any kind situated anywhere in the world for investment purposes whether involving liabilities or producing income or not and to appoint and pay professional investment managers who are authorised to carry on the requisite regulated activities under the provisions of the Financial Services and Markets Act 2000 and otherwise delegate the management of investments to proper and competent persons;
- 4.17 to appoint any person to hold any property as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- 4.18 to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 4.19 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.20 to provide indemnity insurance for the Trustees in accordance with, and subject to, the conditions in the Charities Act;
- 4.21 to employ, engage or retain the services of such persons as the Trustees think may be necessary or desirable on such terms as the Trustees think fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants;
- 4.22 to enter into contracts to provide services to or on behalf of other bodies;
- 4.23 to amalgamate with, acquire the assets of, enter into partnership or joint venture arrangements with, or in any other way to merge with any body which is charitable at law and has objects the same or similar to the Objects;
- 4.24 to establish, hold shares in, or acquire subsidiary companies; and
- 4.25 to do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS AND CONFLICTS FOR MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - 5.1.1 Members, Trustees and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;

- 5.1.2 Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - 5.1.3 Individual Members, Trustees and Connected Persons who are beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 5.2.1 as mentioned in Articles 4.20, 5.1, or 5.3;
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee or a Connected Person has no more than a one per cent shareholding; or
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance where required and subject, where required by the Act, to the approval or affirmation of the Members).
- 5.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 5.2.5, but any Trustee or Connected Person may enter into a written contract with the Charity (stating the maximum to be paid), to supply goods or services in return for a payment or other material benefit but only if:
 - 5.3.1 the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 17; and
 - 5.3.3 no more than one third of the Trustees are subject to such a contract in any financial year.
- 5.4 None of the arrangements or transactions authorised by this Article 5 shall constitute a breach by a Trustee of his duty under section 175 of the CA 2006.

6 LIMITED LIABILITY

The liability of Members is limited.

7 THE BOARD

- 7.1 The minimum number of Trustees is three and the maximum twelve.
- 7.2 Those individuals who are Trustees at the date of adoption of these Articles and whose details have been filed with Companies House shall continue to serve as Trustees until their respective terms of office expire and shall be eligible to be re-appointed to serve a further term or terms of office accordance with the Articles.
- 7.3 Trustees shall be appointed by resolution of the Board. A person validly appointed by the Board as a Trustee shall upon receipt by the Charity of written consent from such person to become a Member, be admitted as a Member of the Charity. So far as practicable, the Board

shall seek to ensure that one third of the serving Trustees are currently Carers or are former Carers.

- 7.4 A Trustee appointed by resolution of the Board shall serve for a term of three years upon expiry of which they shall be eligible for reappointment unless they have already served three consecutive terms in which case a Trustee is not eligible for re-appointment until they have stood down for at least one year

8 OFFICERS

- 8.1 The officers are the Chair, Vice-Chair and Treasurer. Those individuals who are Officers at the date of adoption of these Articles shall continue to serve as Officers until their respective terms of office expire and shall be eligible to be re-appointed to serve a further term or terms of office accordance with the Articles.
- 8.2 If not already a Trustee of the Charity, the Chair and Vice-Chair automatically become a Trustee on their appointment to those offices.
- 8.3 The individual appointed as Treasurer may (but does not have to be) chosen from amongst the serving Trustees. Appointment to the office of Treasurer does not make the individual in question a Trustee of the Charity.
- 8.4 No officer who is also a Trustee of the Charity may be remunerated for holding the office in question.
- 8.5 All officer appointments are made by resolution of the Board. Officers may be removed from office by a resolution of the Board.
- 8.6 Officers may only serve in their offices for the terms of office specified in these Articles. For the avoidance of doubt, an officer may resign his office during a term of office.
- 8.7 If the Chair or Vice-Chair ceases for any reason to be a Trustee of the Charity that person automatically ceases to hold the relevant office at the same time.
- 8.8 The specific powers, duties and responsibilities of the officers shall be as specified in these Articles and otherwise in accordance with the relevant officer role description approved by the Trustees. The Trustees shall approve a written role description for each officer and shall review those role descriptions from time to time, making such amendments to them as they think fit at that time.

9 TERMS OF OFFICE - CHAIR AND VICE-CHAIR

The Chair and Vice-Chair shall be appointed for an initial term of not more than two years and then may be reappointed for two further terms of not more than one year. At the end of the third term the individual in question shall not be eligible to be re-appointed to that office.

10 TERMS OF OFFICE - TREASURER

The Treasurer shall be appointed for an initial term of not more than two years and then may be reappointed for two further terms of not more than one year. At the end of the third term the individual in question shall not be eligible to be re-appointed to that office unless the Board consider that it would be expedient in the interests of the Charity for the outgoing Treasurer to be reappointed for a further exceptional term of not more than one year at the end of which the individual in question shall not be eligible to be re-appointed to that office.

11 REMOVAL OF TRUSTEES

- 11.1** The Charity may by ordinary resolution of which special notice has been given in accordance with Companies Act 2006 remove any Trustee before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.
- 11.2** The Trustees may remove any Trustee before the expiration of their period of office:
- 11.2.1** by way of a resolution of not less than 75% of the Trustees entitled to attend and vote at a Board meeting; or
- 11.2.2** by way of a majority resolution of the Board if the Board is of the opinion, in its absolute discretion, that it is in the interests of the Charity that their trusteeship is terminated, provided that the Trustee in question is given the opportunity to make representations to the Board before the resolution is considered and voted on.

12 DISQUALIFICATION OF TRUSTEES

A Trustee shall cease to hold office if:

- 12.1** the person in question ceases to be a Trustee by virtue of any provision in the Statutes or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act or is otherwise prohibited by law from being a Trustee;
- 12.2** a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a trustee.
- 12.3** they resign their office by notice to the Charity (but only if, pursuant to Article 13.2 a quorum of Trustees will remain in office when the notice or resignation is to take effect);
- 12.4** they are absent without the permission of the Board from three consecutive meetings of the Board and the Board resolves that their office be vacated.

13 PROCEEDINGS OF THE BOARD

- 13.1** The Trustees shall hold such meetings as they consider necessary to discharge their responsibilities
- 13.2** A quorum at a meeting of the Trustees shall be three or one third of the total number of Trustees whichever is the greater, and should this calculation not result in a whole number, the result shall be rounded down to the nearest whole number.
- 13.3** The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may only act for the purpose of filling vacancies or of calling a general meeting.
- 13.4** A meeting of the Trustees may be held either in person or by suitable Electronic Means agreed by the Trustees in which all participants may communicate with all the other participants simultaneously.
- 13.5** The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair presides at each meeting, save that if neither the Chair nor the Vice-Chair is able or willing to preside at any meeting some other some other Trustee chosen by the Trustees present shall preside at that meeting.

- 13.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 13.7 Except for the person chairing the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 13.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14 POWERS OF THE BOARD

- 14.1 The business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity unless they are subject to any restrictions imposed by the Statutes, the Articles or any special resolution of the Members.
- 14.2 No alteration to the Articles and no such special resolution of the Members shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that special resolution had not been passed.
- 14.3 A meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 14.4 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 14.5 The Board shall have power from time to time to make, repeal and alter regulations for the proper conduct and management of the Charity, any committee and any other matters arising under the Articles provided that no such regulation shall have the effect of altering any provision of these Articles.

15 COMMITTEES OF THE BOARD

The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that:

- 15.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee;
- 15.2 the composition of any such committee shall be entirely in the discretion of the Board provided that every committee has at least one Trustee in its membership;
- 15.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.

16 SAVING PROVISIONS

All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote.

17 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

- 17.1** A Trustee must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Trustee has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Trustee has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Trustee shall:
- 17.1.1** provide sufficient information to the other Trustees to enable them to properly debate the matter;
 - 17.1.2** be absent from that part of the meeting at which the matter is discussed;
 - 17.1.3** not be counted in the quorum for that part of the meeting and;
 - 17.1.4** have no vote on the matter.
- 17.2** In accordance with the requirements set out in Articles 17.3 to 17.5 inclusive, the Trustees may, authorise any matter proposed to them by any Trustee which would, if not authorised, constitute a Trustee breaching their duty under section 175 of the Act to avoid conflicts of interest ("Conflict").
- 17.3** Any authorisation under Article 17.2 will be effective only if:
- 17.3.1** the matter in question shall have been proposed by any Trustee for consideration at a meeting of Trustees in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
 - 17.3.2** any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Trustee in question and the Trustee concerned shall be absent from that part of the meeting at which the matter is discussed;
 - 17.3.3** the matter was agreed to without their voting or would have been agreed to if their vote had not been counted; and
 - 17.3.4** the Trustees, other than the Trustee concerned, consider that it is in the interests of the Charity to authorise the Conflict.
- 17.4** Any authorisation of a Conflict under Article 17.2 may (whether at the time of giving the authorisation or subsequently):
- 17.4.1** extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 17.4.2** be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may determine;
 - 17.4.3** be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
- 17.5** In authorising a Conflict the Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through his involvement in the Conflict otherwise than as a Trustee of the Charity and in respect of

which he owes a duty of confidentiality to another person the Trustee is under no obligation to:

- 17.5.1 disclose such information to the Trustees or to any Trustee or other officer or employee of the Charity;
- 17.5.2 use or apply any such information in performing his duties as a Trustee, where to do so would amount to a breach of that confidence.

17.6 Where the Trustees authorise a Conflict:

- 17.6.1 the Trustee will be obliged to conduct himself in accordance with any terms imposed by the Trustees in relation to the Conflict;
- 17.6.2 the Trustee will not infringe any duty they owe to the Charity by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Trustees impose in respect of its authorisation; and
- 17.6.3 neither the Trustee nor any Connected Person may receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 5.

18 SECRETARY

18.1 The Board may appoint a Secretary.

18.2 If no Secretary is appointed, the duties of the Secretary shall be carried out by one of the Trustees or such other person as is duly appointed by the Board to carry out those duties.

19 MEMBERSHIP

19.1 The Charity must maintain a Register of Members as required by the Act. All admissions to membership and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Charity in accordance with the requirements of the Act.

19.2 The members shall be the Trustees from time to time;

19.3 Every person appointed as a Member shall provide written consent to be a Member.

19.4 Membership shall not be transferable and a Member shall cease to be a Member if they cease to be a Trustee for whatever reason.

19.5 The Board may from time to time resolve upon the creation of other classes of members of the Charity (including informal and honorary members) provided that the rights of such other classes of members do not extend to voting at general meetings. Such categories of membership may be called by such names and have such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified by the Board.

19.6 The Board shall admit to membership (informal or otherwise) such persons as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership. The Board shall not be obliged to give reasons for refusing to accept any person as a member. The number of such informal members is unlimited.

20 GENERAL MEETINGS

20.1 The Board may call general meetings. General meetings may also be called on the requisition of Members pursuant to the provisions of the Statutes.

- 20.2** If there are not within the United Kingdom sufficient Trustees to call a general meeting, any two Trustees may call a general meeting.

21 NOTICE OF GENERAL MEETINGS

- 21.1** All general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting being a majority together holding not less than 90% of the total voting rights.
- 21.2** The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and a statement pursuant to the Act informing Members of their rights regarding proxies. The notice shall be given to all Members, Trustees, patrons, honorary officers and the Auditor.
- 21.3** The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.
- 21.4** A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

22 PROCEEDINGS AT GENERAL MEETINGS

- 22.1** No business other than the appointment of the chair of the meeting shall be transacted at any general meeting unless a quorum is present. Three persons or one third of the total number of Members, which ever is the greater, present in person or by proxy and entitled to vote upon the business transacted, each being a Member shall constitute a quorum.
- 22.2** If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the chair of the meeting may determine.
- 22.3** The Chair, if any, of the Board, or in their absence, the Vice-Chair shall preside as chair of the meeting. If neither the Chair nor the Vice-Chair are present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be chair for the meeting and, if there is only one Trustee present and willing to chair, they shall be chair of the meeting.
- 22.4** If no Trustee is willing to act as chair of the meeting, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 22.5** In relation to the adjournment of meetings;
- 22.5.1** The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 22.5.2** When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given in any manner in which notice of a meeting may lawfully be given and containing such information which such notice is required to contain;

- 22.5.3** Otherwise it shall not be necessary to give any notice of an adjournment of the business at an adjourned meeting.

23 VOTING AT GENERAL MEETINGS

- 23.1** No Member shall debate or vote (whether in person or by proxy) on any matter in which they are personally interested without the permission of the majority of the persons present and voting.
- 23.2** A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded.
- 23.2.1** by the chair of the meeting; or
- 23.2.2** by at least two Members present in person or by proxy and having the right to vote at the meeting.
- 23.3** Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 23.4** Every Member shall have one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have. The motion shall be deemed not carried but without prejudice to the rights of any or Members under these Articles or the Statutes to put the motion again at that or some future meeting.

24 PARTICIPATION IN GENERAL MEETINGS

- 24.1** At the absolute discretion of the Board and subject to notification being given to the Charity, a person entitled to be present at a general meeting may participate by means of electronic communications whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 24.2** Such a meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

25 WRITTEN RESOLUTIONS

- 25.1** Save for a resolution to remove a Trustee or Auditor before the expiration of their period of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 25.2** A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

26 PROXIES

- 26.1** Any Member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or not) as their proxy to attend and to speak and to vote (by show of hands or poll) at a general meeting in their or her place.

- 26.2** The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall be in such form as the Board may in their absolute discretion direct.
- 26.3** An appointment of a proxy may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person whom or on whose behalf the proxy notice was given.
- 26.4** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

27 MINUTES

The Board shall ensure that minutes are kept for a minimum of ten years (or such other period as the Statutes require:

- 27.1** of all appointments of all Trustees and other officers made by the Board; and
- 27.2** of all proceedings and resolutions passed at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at such meetings.

28 BANK ACCOUNTS

Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity.

29 ACCOUNTS

- 29.1** Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Board thinks fit.
- 29.2** Subject to the requirements of the Statutes, the Charity may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.
- 29.3** The Board shall comply with their obligations under the Charities Act and the Statutes with regard to the independent examination or audit of accounts and if required by the Statutes shall appoint an auditor whose duties shall be regulated in accordance with the Charities Act or the Statutes.
- 29.4** The Board shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and an annual return and their transmission to the Commission.

30 MEANS OF COMMUNICATION

- 30.1** Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by or to the Charity for the purposes of the Statutes.

- 30.2** Subject to first obtaining the consent of Members, the Company may supply any document or information to the Members via a website.
- 30.3** A notice or other document or information sent in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
- 30.4** Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 30.4.1** if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 2 clear days after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - 30.4.2** if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 30.4.3** if properly addressed and sent or supplied by electronic means, 24 hours after the document or information was sent or supplied; and
 - 30.4.4** if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

31 INDEMNITY

- 31.1** The Charity shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- 31.2** In this Article a "Trustee" means any Trustee or former Trustee of the Charity.
- 31.3** The Charity may indemnify an auditor against any liability incurred by him or her:
- 31.4** in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted; or
 - 31.5** in connection with an application under section 1157 of the Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

32 DISSOLUTION

- 32.1** Every Member undertakes to contribute such amount as may be required (not exceeding £1.00) to the Charity's assets if it should be wound up while they are a Member or within one year afterwards, for payment of the Charity's debts and liabilities contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 32.2** If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways as the Trustees may decide:
- 32.2.1** by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 32.2.2** directly for the Objects or for charitable purposes which are within or similar to the Objects; or
 - 32.2.3** in such other manner consistent with charitable status as the Commission approves in writing in advance.

33 INTERPRETATION

- 33.1** In these Articles:

"Act" means the Companies Act 2006;

"Address" includes a number or address used for the purposes of sending or receiving documents by Electronic Means;

"these Articles" means these articles of association;

"the Board" means the board of Trustees of the Charity who are directors of the Charity for the purposes of the Statutes;

"Carer" for the purposes of these Articles this term has the meaning given to it by the Care Act 2014 and the Children and Families Act 2014;

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

"Charity" means the company governed by these Articles;

"Charity Trustee" has the meaning prescribed by section 177 of the Charities Act 2011;

"Circulation Date" subject to the Act, means the date on which copies of a written resolution are sent or submitted to Members (or if copies are sent or submitted to Members on different days to the first of those days);

"Clear Day" means 24 hours from midnight following the relevant event;

"the Commission" means the Charity Commission for England and Wales or any body which replaces it;

"Conflicted Trustee" means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

"Connected Person" means, a person connected with a trustee as defined in section 118 of the Charities Act 2011;

"Electronic Form" and **"Electronic Means"** have the meanings respectively prescribed to them in the Companies Act 2006;

"executed" includes any mode of execution;

"Hard Copy Form" has the meaning prescribed by the Companies Act 2006;

"Member" and **"Membership"** refer to company membership of the Charity;

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (s12009/3229) as amended prior to the date of these Articles;

"month" means calendar month;

"Objects" means the Objects of the Charity as defined in Article 3;

"Office" means the registered office of the Charity;

"Secretary" means the company secretary of the Charity or any other person appointed to perform the duties of the company secretary of the Charity

"Trustee" means a director of the Charity and **"Trustees"** means the directors (who are charity trustees of the Charity for the purposes of the Charities Act and company directors for the purposes of the Act;

"Statutes" means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts

"written" or **"in 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, without limitation by, Hard Copy, Electronic Means or otherwise; and

"year" means calendar year.

33.2 Any reference to:

33.2.1 a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;

33.2.2 the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;

33.2.3 a *person* includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality); and

33.3 Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

33.4 The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.