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THE COMPANIES ACT 2006

WRITTEN SPECIAL RESOLUTION

of Families First Bedfordshire

Company Number 05115062

Charity Number 1108055

PRIVATE COMPANY LIMITED BY GUARANTEE

ADOPTION OF NEW ARTICLES OF ASSOCIATION

On the 14th December 2016 the following written special resolution was agreed and passed by members

THAT the existing articles of association in their entirety be removed and substituted for the new articles of association attached to this resolution

DATED 14th December 2016

SIGNED

Richard Hopkin

Mrs Halliott

A. Kuter

S. Ba

WEDNESDAY



A5M9SC76
A20 21/12/2016 #1
COMPANIES HOUSE



Registered Charity Number 1108055
Company Limited by Guarantee Number 05115062
Chief Executive Mr Michael Howe
Chair of Trustees Mrs Christine Cole

COMPANY LIMITED BY GUARANTEE

Articles of Association of



Charity registration number 1108055
Company registration number 05115062
Date of Incorporation 28th April 2004

1 The company's name is

Families First Bedfordshire

(and in this document it is called the Charity)

2 The Charity's registered office is to be situated in England

3 OBJECTS

The Charity is established to promote any charitable purpose for the benefit of people living in Bedfordshire and surrounding areas in particular but without prejudice to the foregoing

- (i) to relieve poverty, sickness and distress
- (ii) to promote the preservation and protection of health
- (iii) to advance the education of the public
- (iv) to advance the education of children below compulsory school age
- (v) to provide facilities for recreation or other leisure-time occupation with the objective of improving the conditions of life of such persons having need of such facilities by reason of age, youth, infirmity, disablement, poverty and social economic circumstances

4 POWERS

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose)

- (a) to raise funds In doing so, the Charity may conduct Primary Purpose Trading (that is trading in the furtherance of its Objects) or trading activities to raise funds for the charity providing they do not involve significant risk and that the Charity complies with any relevant statutory regulations,

- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011,
- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land,
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article,
- (k) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (l) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
- (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity,
- (n) to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity subject to such consents as may be required by law,
- (o) to do all such other lawful things as are necessary for the achievement of the Objects,

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the objects
- 5.2 Subject to article 10, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity

- 5 3 No trustee 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 trustee 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 trustees benefit under this provision and that a trustee 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 of the Charity who is not a trustee,
 - (c) of interest on money lent by any trustee at a reasonable and proper rate which must be no more than the Bank of England bank rate (also known as the base rate),
 - (d) of fees, remuneration or other benefit in money or money's worth to any Charity of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that Charity,
 - (e) of reasonable and proper rent for premises demised or let by the Charity or trustee,
 - (f) to any trustee of reasonable out-of-pocket expenses,
 - (g) of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not

6 MEMBERS

The subscribers to the memorandum and the subsequent Trustees shall be the members of the Charity

7 POWERS OF TRUSTEES

- 7 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act, these articles or any special resolution
- 7 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees
- 7 3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees

8 APPOINTMENT OF TRUSTEES

- 8 1 The Trustees may appoint a person who is willing to act and has appropriate skills or experience, to be a Trustee

- 8 2 A Trustee must be a natural person aged 18 years or older
- 8 3 Every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees
- 8 4 The number of Trustees shall be not less than four (4) and (unless otherwise determined by ordinary resolution) there shall not be a maximum number
- 8 5 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 18
- 8 6 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees

9 RETIREMENT OF TRUSTEES

- 9 1 At each annual general meeting any Trustee who has served a term of three years must retire from office This retirement shall take effect upon conclusion of the meeting
- 9 2 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 9 3 No person other than a trustee retiring by rotation shall be appointed or reappointed as a trustee at any general meeting unless he is recommended by the Trustees
- 9 4 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire
- 9 5 At least seven clear days' notice of any meeting at which any person is proposed to be appointed or reappointed as a Trustee, must be given to all Trustees stating the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees
- 9 6 A trustee appointed at an extraordinary general meeting shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof
- 9 7 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed

10 BENEFITS AND PAYMENTS TO TRUSTEES

- 10 1 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration
- 10 2 No Trustee or connected person may
- (a) buy any 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 by sub-clause 10 9 of this article or authorised by the court or the Charity Commission

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

- 10 3 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that it is available generally to the beneficiaries of the Charity
- 10 4 A Trustee 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
- 10 5 Subject to sub-clause 10 9 of this article a Trustee 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
- 10 6 A Trustee 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)
- 10 7 A Trustee may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of lease are under discussion
- 10 8 A Trustee 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
- 10 9 The Charity and its Trustees may only rely upon the authority provided by sub-clause 10 5 of this article if each of the following conditions is satisfied
 - (a) The amount or maximum amount of the payment for goods is set out in an agreement in writing between the charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or 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 Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee 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 him or her or it with regard to the supply of goods to the charity
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
 - (f) The reason for their decision is recorded by the Trustees in the minute book
 - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 10

10 10 In this article

- (a) "Charity" shall include any company in which the Charity
 - holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more directors to the Board of the company
- (b) "connected person" means
 - (i) any child, parent, grandchild, grandparent, brother, or sister of the Trustee
 - (ii) the spouse or civil partner of the Trustee or of any person falling within (i) above or any person living with the Trustee as his or her partner
 - (iii) a person carrying on business in partnership with the director or with any person falling within (i) or (ii) above
 - (iv) an institution which is controlled
 - by the Trustee or any connected person falling within (i), (ii) or (iii) above or
 - by two or more persons falling within this sub-clause when taken together
 - (v) a body corporate in which
 - the Trustee or any connected person falling within sub-clauses (i) to (ii) has a substantial interest
 - two or more persons falling within this sub-clause who, when taken together, have a substantial interest
- (c) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

11 DECLARATION & CONFLICTS OF INTERESTS AND LOYALTIES

- 11 1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement or in any transaction or arrangement entered into by the Charity which has not previously been declared
- 11 2 A Trustee must absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)
- 11 3 If a conflict of interests arises for a Trustee 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 Trustees may authorise such a conflict of interests where the following conditions apply
 - (a) the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at that part of the meeting, and
 - (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying
- 11 4 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 Trustee or connected person

12 LIABILITY

- 12 1 The liability of the Trustees is limited

- 12 2 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases 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

13 GENERAL MEETINGS

- 13 1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint
- 13 2 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Trustees may call an extraordinary general meeting at any time
- 13 3 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days
- 13 4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Trustees having a right to attend and vote at the meeting
- 13 5 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted and must be given to all the Trustees
- 13 6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity
- 13 7 A person present at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 13 8 Extraordinary general meetings will take place four times a year, or more frequently as required

14 PROCEEDINGS AT GENERAL MEETINGS

- 14 1 No business shall be transacted at any general meeting unless a quorum is present
- 14 2 A quorum is four (4) Trustees entitled to vote upon the business to be conducted at the meeting
- 14 3 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine
- 14 4 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
- 14 5 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 14 6 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment. Each chairman shall serve a maximum term of 3 years

- 14 7 If no trustee is willing to act as chairman, 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 chairman
- 14 8 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

15 RESOLUTIONS AND VOTING

- 15 1 Each Trustee shall have one vote
- 15 2 In the case of an equality of votes (whether on a show of hands or on a poll) the chairman shall be entitled to a casting vote in addition to any other vote he may have
- 15 3 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 in accordance with article 16
- 15 4 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- 15 5 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 15 6 Unless a poll is duly demanded a declaration by the chairman 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
- 15 7 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 15 8 Subject to sub-article 15 9 below, all acts done by a meeting of Trustees shall be valid notwithstanding the participation in any vote of a Trustee
- (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office,
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without
- (i) the vote of that Trustee, and
 - (ii) that Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting
- 15 9 Sub-article 15 8 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for 15 8, the resolution would have been void or if the Trustee has not complied with article 11 2

- 15 10 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held
- 15 11 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees
- 15 12 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants

16 PROCEDURE FOR A POLL

- 16 1 Subject to the provisions of the Act, a poll may be demanded
- a by the chairman, or
 - b by at least two trustees having the right to vote at the meeting
- 16 2 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 16 3 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 16 4 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 16 5 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

17 DELEGATION

- 17 1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book
- 17 2 The Trustees may impose conditions when delegating, including the conditions that
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees
- 17 3 The Trustees may revoke or alter a delegation
- 17 4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees
- 17 5 The Trustees may additionally establish task groups chaired by a Trustee, to discuss and make recommendations on issues above and beyond the normal running of the Charity. Non-Trustees may be invited to contribute particular experience or expertise to task groups. The Trustees may not delegate any of their powers or functions to such task groups

18 DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she

- (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee,
- (b) is disqualified from acting as a Trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision),
- (c) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months,
- (d) resigns as a Trustee in writing to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect),
- (e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated, or
- (f) is considered by the Trustees consistently to conduct themselves in a way that is detrimental to the efficient management of the Charity

19 MINUTES

The Trustees must keep minutes of all

- (a) appointments of officers made by the Trustees,
- (b) proceedings at meetings of the Charity,
- (c) meetings of the Trustees and task groups of Trustees 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

20 ACCOUNTS

- 20 1 The Trustees must prepare, for each financial year, accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 20 2 The Trustees must keep accounting records as required by the Companies Acts

21 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 21 1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to
 - (a) the transmission of a copy of the statements of account to the Commission,
 - (b) the preparation of an annual report and the transmission of a copy of it to the Commission,
 - (c) the preparation of an annual return and its transmission to the Commission

- 21 2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

22 WRITTEN AND ELECTRONIC COMMUNICATIONS

- 22 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
- 22 2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that a notice was given
- 22 3 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 22 4 A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic communication, 48 hours after it was sent
- 22 5 The Charity will comply with the requirements of the Communications Provisions in the General Regulations and in particular
- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form,
 - (b) any requirements to provide information to the Commission in a particular form or manner
- 22 6 Any trustee of the Charity may communicate electronically with the Charity to an address specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity
- 22 7 Any trustee of the Charity, by providing the Charity with his or her email address or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the member has indicated to the Charity his or her unwillingness to receive such communications in that form
- 22 8 The Charity may, subject to compliance with any legal requirements, by means of publication on its website
- (i) provide notice of general meetings,
 - (ii) submit any proposal to the trustees for decision by written resolution in accordance with the Charity's powers ,
- provided that the Charity
- (i) takes reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal, and
 - (ii) sends any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form
- 22 9 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing

23 INDEMNITY

- 23 1 The charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity
- 23 2 The Charity may indemnify an auditor against any liability incurred by him or her or it,
- (a) in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she or it is acquitted, or
 - (b) in connection with an application under section 1157 of the Companies Act 2006 (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

24 RULES

- 24 1 The Trustees may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- 24 2 The bye-laws may regulate the following matters but are not restricted to them
- (a) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (b) the procedure at general meetings of the Trustees in so far as such procedure is not regulated by the Act or by these articles,
 - (c) generally, all such matters as are commonly the subject matter of company rules
- 24 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- 24 4 The rules or bye laws, shall be binding on all Trustees of the Charity No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the articles
- 24 5 If a dispute arises between Trustees of the Charity about the validity or propriety of anything done by the Trustees 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

25 DISSOLUTION

If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects of the Charity and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

26 INTERPRETATION

- 26 1 In these articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity,

"the Charity" means the company intended to be regulated by these articles,

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

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

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"member" has the meaning given in section 112 of the Companies Act 2006,

"the memorandum" means the memorandum of association of the Charity,

"the Trustees" means the Trustees of the Charity The Trustees are charity trustees as defined by Section 177 of the Charities Act 2011 They are also the Directors of the company as defined by the Companies Acts, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

26 2 Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

26 4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force