

SPECIAL RESOLUTION

To alter clauses in the articles of association

Part A

Charity name: Nottinghamshire Independent Domestic Abuse Services (NIDAS)
Charity number: 1105613
Company name: Nottinghamshire Independent Domestic Abuse Services (NIDAS)
Company number: 5201290

At a general meeting of the above charity, duly convened and held at:

Create Theatre
Vision West Nottinghamshire College
Derby Road
Mansfield
Nottinghamshire
NG18 5BH

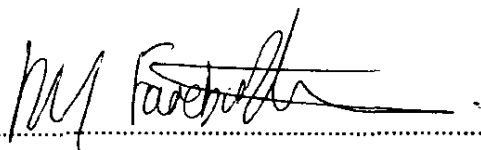
On the following date: Wednesday 7 November 2018

The following two resolutions listed in Part B were passed as special resolutions:

Part B RESOLUTION

That:

- (1) The following clauses in the articles of association shall be amended as follows:
 - 34(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
 - (2) The quorum shall be a minimum of fifty percent plus one of the total number of Directors, to the nearest whole number.
- (2) The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the charity previously registered with the charity commission.


Chair

7.11.18
Date

THURSDAY



A22 *A81P6LFN* 21/03/2019 #57
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of

**NOTTINGHAMSHIRE INDEPENDENT DOMESTIC ABUSE
SERVICES (NIDAS)**

Company Number: 05201290

1. The company's name is Nottinghamshire Independent Domestic Abuse Services (and in this document it is called the Charity)
2. The Charity's registered office is to be situated in England.
3. The Charity's objects (the Objects) are to promote any charitable purposes for the benefit of victims and any children they may have, who have been or are experiencing domestic abuse or are at risk of doing so, and who are living or have sought refuge within the area of benefit, and in particular by the provision of support and intervention.

The "area of benefit" means districts of Ashfield, Mansfield, Bassetlaw, Newark and Sherwood (North Nottinghamshire) as defined by the Local Government Act 1974 and neighbouring communities.

4(1) 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):

- To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 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 36 and 37 of the Charities Act 1993.
- 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 38 and 39 of the Charities Act 1993 if it wishes to mortgage land.

- To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- To establish or support any charitable trust, associations or institutions formed for any of the charitable purposes included in the Objects.
- To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
- To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause.
- To:
 - Deposit or invest funds
 - Employ a professional fund manager
 - Arrange for the investments or other property of the Charity to be Held in the name of a nominee.
- To provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause.
- To pay out of the funds of the Charity the cost of forming and registering the Charity both as a company and as a charity.
- To do all such other lawful things as are necessary for the achievement of the Objects.

(2) The liabilities referred to in subclause (1) are:

- Any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which they may be guilty in relation to the Charity.
- The liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

(3) (a) The following liabilities are excluded from subclause (2)(a)

- Fines
- Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officers.
- Liabilities to the Charity that result from conduct that the ~Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not are whether it was in the best interests of the Charity or not.

(b) There is excluded from subclause 2(b) any liability to make such a contribution where the basis of the Director's liability is their knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by them when acting or behalf of the Charity.
- (b) Subject to the restrictions in subclauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) 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 ~Director 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.
- (4) No Director may
 - (a) buy any goods or services from the Charity
 - (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 subclause (5) of this clause and the Directors follow the procedure and observe the conditions set out in subclause (6) of this clause or
- The Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the director holds no more than 1% of the issued capital of that company.
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by subclause (5)(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (j) The Director is absent from the part of any meeting at which there is discussion of
- Their employment or remuneration, or any matter concerning the contract or
 - Their performance in the employment, or their performance of the contract or

- Any proposal to enter into any other contract or arrangement with them or to confer any benefit upon them that would be permitted under subclause 5(5) or
- Any other matter relating to a payment or the conferring of any benefit permitted by subclause 5(5)

(k) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting. The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest)

(l) The reason for their decision is recorded by the Directors in the minutes

(m) majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is

- A partner
- An employee
- A consultant
- A director or
- A shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital

7. In subclauses (2)(6) of this clause 5:

(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) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as their partner.

6. The liability of the members is limited.
7. Every member promises, if the Charity is dissolved whilst they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £10) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
8. (1) The members of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - (a) Directly for the Objects: or
 - (b) By transfer to any charity or charities for the purposes similar to the Objects: or
 - (c) To any charity for use for particular purposes that fall within the Objects:
- (2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
 - (a) directly for the Objects: or
 - (b) by transfer to any charity or charities for purposes similar to the Objects: or
 - (c) to any Charity or Charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed amongst the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for the charitable purposes as directed by the court or the commission.

THE COMPANIES ACTS 1985 AND 1989 COMPANY LIMITED BY
GUARANTEE

Articles of Association of

NOTTINGHAMSHIRE INDEPENDENT DOMESTIC ABUSE
SERVICES (NIDAS)

Company Number: 05201290

Interpretation:

1. In these articles:

“the Act” means the Companies Act 1985:

“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 notice means a 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 Commissioners for England and Wales

“the memorandum” means the memorandum of association of the Charity

“officers” includes the Directors and the secretary:

“the seal” means the common seal of the Charity if it has one:

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary:

“the Directors” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993

“the United Kingdom” means Great Britain and Northern Ireland: and

Words referring to the female gender shall now include the male gender and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in forces when this constitution becomes binding on the Charity.

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.

Members

2(1) The subscribers to the memorandum are the first members of the Charity

(2) Membership is open to other organisations operating with the area of benefit who:

- (a) apply to the Charity in the form required by the Directors: and
- (b) are approved by the Directors

(3)(a) The Directors may only refuse an application for membership if acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.

(c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Directors must keep a register of names and addresses of the members.

(6) Each member organisation shall appoint an individual (hereinafter called a member representative) to represent it and to vote on its behalf at meetings of the Charity, and shall notify the Charity of the name of the member representative.

Classes of Membership

3(1) The Directors may establish classes membership with different right and obligations and shall record the rights and obligations in the register of members.

- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) Three-quarters of the members of that class consent in writing to the variation or
 - (b) A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

4. Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist.
- (2) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members:
- (3) Any sum due from the member to the Charity is not paid in full within six months of it falling due:
- (4) The member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed.
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings

5 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Directors may call an extra ordinary general meeting at any time.

Notice of General meetings

7(1) The minimum periods of notice required to hold a general meeting of the Charity are

- 21 clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution:
- 14 clear days for all other extraordinary general meetings

(2) A general meeting may be called by shorter notice if it is so agreed:

- In the case of an annual general meeting, by all the members entitled to attend and vote: and
- In the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Directors and auditors.

9. 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.

Proceedings at general meetings.

(9)(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

- Ten members entitled to vote upon the business to be conducted at the meeting: or
 - One tenth of the total membership at the time
- Which ever is the greatest

(3) The member representative of a member organisation shall be counted in the quorum:

10(1) if:

- (a) a quorum is not present within half an hour from the time appointed for the meeting:
- (b) or during a meeting a quorum ceases to be present: the meeting shall be adjourned to such time and place as the Directors shall determine.

(2) The Directors 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.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11(1) General meetings shall be chaired by the Director who has been appointed to chair meetings of the Directors.

(2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

(3) If there is only one Director present and willing to act, they will chair the meeting.

(4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12(1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of

the reconvened meeting stating the date time and place of the meeting.

13(1) Any vote 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.

- (a) by the person chairing the meeting: or
 - (b) by at least two members having the right to vote at the meeting: or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) 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.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any

other business that may be conducted at the meeting.

14. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote that they may have.

15. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its member representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

16(1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if they owe any money to the Charity.

17. Only the member representative as defined by Article 2(6) shall be entitled to vote on a member organisation's behalf.

18. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Directors

19(1) A Director must be aged 18 or over.

(2) No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 31.

20. The number of Directors shall be not less than three and not more than sixteen.

21. The first Directors shall be those notified to Companies House as the first directors of the Charity.

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

23(1) The Directors 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 Act, the memorandum, these articles or any special resolution.

(2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

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- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement

24. At the first and each subsequent annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors.

25. If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors.

26. The Charity may by ordinary resolution appoint a person who is willing to act to be a Director provided:

- (1) that the number of Directors so appointed shall not exceed twelve
- (2) that not less than fourteen nor more than thirty five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting
 - (b) states the member's intention to propose the appointment of a person as Director
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House: and
 - (d) is signed by the person who is proposed to show their willingness to be appointed.

27. The Charity may by ordinary resolution appoint Directors who have been appointed under Article 26 to serve as Chair and Vice Chair of the Charity.

28. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director.

29. (1) The Directors may appoint a person who is willing to act to be a Director to fill a casual vacancy among Directors appointed under Article 26.

(2) The Directors may appoint any person who has special knowledge and experience in relation to the Charity and is willing to act to be a Director, provided that the number of Directors so appointed shall not

exceed one fourth of the total number of Directors excepting appointments which are made to fill casual vacancies among Directors appointed under Article 26.

(3) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.

30. The appointment of a Director, whether by the Charity in a general meeting or by the other Directors, must not cause the number of Directors to exceed the number fixed as the maximum number of Directors.

Disqualification and removal of Directors

31 A Director shall cease to hold office if they:

1. ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director.
2. is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
3. ceases to be a member representative as defined by Article 2(6) having been appointed as a Director under Article 26 or to fill a casual vacancy under Article 29(1)
4. becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs.
5. resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
6. Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that their office be vacated.

Directors remuneration

32. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors

33. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) (a) The Directors shall meet at least eight times a year, and any Director may call a meeting of the Directors at any other time.

- (b) A meeting of the Directors may be held in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 34. (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be a minimum of fifty percent plus one of the total number of Directors, to the nearest whole number.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36. (1) If there is no Chair or Vice Chair appointed under Article 27, then the Directors shall appoint a Director to chair their meetings and may also appoint a Vice Chair and may at any time revoke such appointments.
- (2) If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to them by the Directors.
- 37 (1) Any resolution agreed by electronic means by the Directors or by a committee of Directors shall be as valid and effectual as if it had been passed at a meeting in person of the Directors or (as the case may be) a committee of Directors.

Delegation

- 38(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minutes.

- (2) The Directors may impose conditions when delegating, including the conditions that:
- The relevant powers are to be exercised exclusively by the committee to whom they delegate
 - No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Conflict of interest

39. A 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)

40(1) Subject to paragraph 40(2) all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- Who was disqualified from holding office:
- Who had previously retired or who had been obliged by the constitution to vacate office:
- Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise:

If without:

- The vote of that Director: and
- That Director being counted in the quorum:

The decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

Seal

41. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is

affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

42. The Directors must keep minutes of all:

1. appointments of officers made by the Directors
2. proceedings at meetings of the Charity
3. meetings of the Directors and committees of Directors including
 - The names of the Directors present at the meeting
 - The decisions made at the meetings, and
 - Where appropriate the reasons for the decisions

Accounts

43(1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.

(2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

44(1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity:
 - (b) the preparation of an annual report and its transmission to the Commission:
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Notices

45. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing
- (2) must be given using electronic communications.

46 (1) The Charity may give any notice to a member either:

- (a) personally

- (b) by sending it by post in a prepaid envelope addressed to the member at their address: or
- (c) by leaving it at the address of the member: or
- (d) by giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

- (3) 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.

Indemnity

49. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

50(1) The Directors 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.

(2) The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members:

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers:

(c) 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:

(d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles:

(e) generally, all such matters as are commonly the subject matter of company rules.

- (3) The Charity in a general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.