

Company number 05480423

SPECIAL RESOLUTION

OF

Kaleidoscope Project (Company)

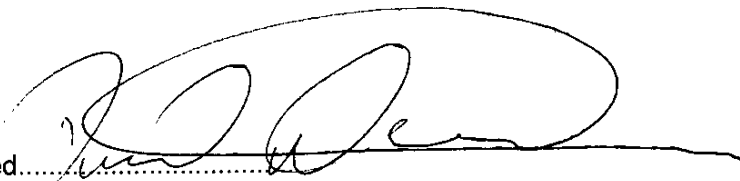
Passed on 15 April 2019

The following resolution was duly passed as a special resolution under Chapter 2 of Part 13 of the Companies Act 2006.

Special resolution

That the Memorandum and Articles of Association appended to this print, were adopted by special resolution of the members at a general meeting of the members held on the 15 April 2019.



Signed 
Director Daniel Leo Antebi



A COMPANY LIMITED BY GUARANTEE
Adopted by Special Resolution on the 15th April 2019

MEMORANDUM OF ASSOCIATION OF KALEIDOSCOPE PROJECT

Unit 1, Resolven House, St. Mellons Business Park, St. Mellons, Cardiff, CF3 OEY.
Tel: 01633 811950
www.kaleidoscopeproject.org.uk

MEMORANDUM OF ASSOCIATION OF KALEIDOSCOPE PROJECT

Adopted by Special Resolution on the 15th April 2019

- 1.0** The Company is Kaleidoscope Project
- 2.0** The Charity's registered office is to be situated in England or Wales
- 3.0** The Charity's objects (the Objects) are:
 - 3.1.** The relief of need of people who are suffering due to poverty, age, infirmity, substance abuse or physical or mental hardship or distress by the provision of a holistic care and support, in particular but not exclusively through:
 - 3.1.1.** The provision of medical clinics and other facilities for the prevention or treatment of physical problems associated with substance misuse, pregnancy, physical and mental ill health;
 - 3.1.2.** The provision of residential care or other facilities for people facing difficulties due to homelessness, alienation from parents, mental health problems, substance misuse, pregnancy, special educational needs, previous involvements in crime and those seeking asylum;
 - 3.1.3.** The provision of facilities and opportunities for the development of creative skills, particularly in the arts; and
 - 3.1.4.** The provision of day care and other facilities for the care of the elderly.
 - 3.2.** to advance the education of the general public in basic skills and life skills; and
 - 3.3.** to advance education for the public benefit in drug related issues;
 - 3.4.** to provide or assist in the provision of facilities in the interest of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life;
 - 3.5.** to advance such other charitable purposes as the Trustees shall from time to time determine.
- 4.0** 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):
 - 4.1.** To raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 4.2.** To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.3.** 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;
 - 4.4.** 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 wished

to mortgage land;

- 4.5. To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.6. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.7. To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 4.8. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.9. 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/ Trustee only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause
- 4.10. To:
 - 4.10.1. Deposit or invest funds;
 - 4.10.2. Employ a professional fund-manager; and
 - 4.10.3. 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;

- 4.11. To provide indemnity insurance for the Director/ Trustees of any other officer of the Charity in relation to any such liability as is mentioned in sub clause (2) of this clause; but subject to the restrictions specified in sub clause (3) of this clause;
- 4.12. 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;
- 4.13. To do all such other lawful things as are necessary for the achievement of the Objects.

5.0 The liabilities referred to in sub clause 4.0 (k) are:

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

6.0 The following liabilities are excluded from sub-clause (4.0) (K):

- 6.1. Fines
- 6.2. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director/ Trustee or other officer;

6.3. Liabilities to the charity that result from the conduct that the Director/ Trustee 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 care whether it was in the best interests of the Charity or not.

6.4. There is excluded from sub clause 4.0 (k) any liability to make such a contribution where the basis of the Director/ Trustees liability is his or her 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

7.0 7.0 The income and property of the charity shall be applied solely towards the promotion of the objects

7.1.

7.1.1. A Director/ Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

7.1.2. Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director/ Trustee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense

7.2. 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/ Trustee receiving;

7.2.1. A benefit from the Charity in the capacity of a beneficiary of the Charity;

7.2.2. Reasonable and proper remuneration for any goods or services supplied to the Charity.

7.3. No Director/ Trustee may:

7.3.1. Buy any goods or services from the Charity;

7.3.2. Sell goods, services, or any interest in land to the Charity

7.3.3. Be employed by, or receive any remuneration from the Charity

7.3.4. Receive any other financial benefit from the Charity

Unless:

7.3.5. the payment is permitted by sub clause (5) of this clause and the Director/ Trustees follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or

7.3.6. the Director/ Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

8.0

8.1. A Director/ Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

- 8.2. A Director/ Trustee 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/ Trustee.
- 8.3. A company of which a Director/ Trustee is a member may receive fees remuneration or other benefit in money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director/ Trustee holds no more than 1% of the issued capital of that company.
- 8.4. A Director/ Trustee may receive rent for premises let by the Director/ Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

9.0

- 9.1. The Charity and its Director/ Trustees may only rely upon the authority provided by the sub clause 5(5) if each of the following conditions is satisfied:
- 9.1.1. The remuneration or other sums paid to the Director/ Trustee do not exceed an amount that is reasonable in all the circumstances
- 9.1.2. The Director/ Trustee is absent from the part of any meeting at which there is discussion of:
- (a) His or her employment or remuneration, or any other matter concerning the contract; or
 - (b) His or her performance in the employment or his or her performance of the contract or
 - (c) Any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
 - (d) Any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
- 9.1.3. The Director/ Trustee does not vote on any such matters and is not to be counted when calculating whether a quorum of Director/ Trustees is present at the meeting
- 9.1.4. The other Director/ Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Director/ Trustee rather than with someone who is not a Director/ Trustee. In reaching that decision the Director/ Trustees must balance the advantage of employing a Director/ Trustee against that disadvantage of doing so (especially the loss of the Director/ Trustees services as a result of dealing with the Director/ Trustees conflict of interest).
- 9.1.5. The reason for their decision is recorded by the Director/ Trustees in the minutes.
- 9.1.6. A majority of the Director/ Trustees then in office have received no such payments.
- 9.2. The employment or remuneration of a Director/ Trustee includes the engagement or remuneration of any firm or company in which the Director/ Trustee is:

- 9.2.1. A partner
 - 9.2.2. An employee;
 - 9.2.3. A consultant
 - 9.2.4. A Director/ Trustee; or
 - 9.2.5. A shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director/ Trustee holds less than 1% of the issued capital.
- 9.3. In sub-clause (2) (6) of this clause 5:
- 9.3.1. **"Charity"** shall include any company in which the Charity:
 - (a) Holds more than 50% of the shares; or
 - (b) Controls more than 50% of the voting rights attached to the shares; or
 - (c) Has the right to appoint one or more Director/ Trustees to the Board of the company
 - 9.3.2. **"Director/ Trustee"** shall include any child, parent, grandchild, grandparent, brother, sister, or spouse of the Director/ Trustee or any person living with the Director/ Trustee as his or her partner
- 10.0** The liability of the Director/ Trustee is limited
- 11.0** Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases 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.
- 12.0** 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:
- 12.1. Directly for the Objects or
 - 12.2. By transfer to any charity or charities for purposes similar to the Objects; or
 - 12.3. To any charity for use for particular purposes that fall within the Objects
 - 12.4. Subject to any such resolution of the members of the Charity, the Director/ Trustees 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:
 - 12.4.1. Directly for the Objects; or

- 12.4.2. By transfer to any charity or charities for the purposes that fall within the Objects; or
- 12.4.3. To any charity or charities for use for particular purposes that fall within the Objects
- 12.5. In no circumstances shall the net assets of the charity be paid to or distributed among the Directors/ Trustees of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Director/ Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court of Commission.



A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

Adopted by Special Resolution on the 15th April 2019

Unit 1, Resolven House, St Mellons Business Per, Fortran Road, St Mellons, Cardiff, CF3 OEY.
Tel: 01633 811950
www.kaleidoscopeproject.org.uk

THE COMPANIES ACT 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of Kaleidoscope Project

Adopted by Special Resolution on the 15th April 2019

Interpretation

1. DEFINITIONS

1.1. In these articles:

- "the Act"** means the Companies Act 2006;
- "address"** means a postal address or, for the purposes of electronic communication, a fax number, an email 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 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 Director/ Trustees and the secretary;
- "secretary"** means the secretary of the charity or any other person appointed to perform duties of the secretary of the Charity, including a joint assistant or deputy secretary;
- "the Director/ Trustees"** means the Director/ Trustees of the Charity. The Director/ Trustees are charity Trustees as defined by the Charities Act 2013;
- "the United Kingdom"** means Great Britain and Northern Ireland;

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

1.2. 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 force when this constitution becomes binding on the Charity.

1.3. 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.

2. MEMBERS

2.1. The subscribers to the memorandum are the first members of the Charity

2.2.

2.2.1. The Director/ Trustees 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

2.2.2. The Director/ Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

2.2.3. The Director/ Trustees must consider any written representations the applicant may make about the decision. The Director/ Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

2.3. Membership is not transferable to anyone else only validly appointed Directors of The Company may be members of the Charity

2.4. The Director/ Trustees must keep a register of names and addresses of the members

3. CLASSES OF MEMBERSHIP

3.1. The Director/ Trustees may establish classes of membership with different rights and obligations and determine which class of membership to which a member may belong. The Director/ Trustees shall record the rights and obligations in the register of members.

4. TERMINATION OF MEMBERSHIP

4.1. Membership is terminated if:

4.1.1. the member dies, or if it is an organisation, ceases to exist;

4.1.2. the member resigns by written notice as Director to the Charity unless, after the resignation, there would be less than two members;

4.1.3. any sum due from the member to the Charity is not paid in full within six months of it falling due;

4.1.4. the member is removed from membership by a resolution of the Directors that it is in the best interest of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one 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.

5. GENERAL MEETINGS

- 5.1. The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 5.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 5.3. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.4. The Directors may call an extraordinary general meeting at any time.

6. NOTICE OF GENERAL MEETINGS

- 6.1. The minimum periods of notice required to hold a general meeting of the Charity are:
 - 6.1.1. twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - 6.1.2. fourteen clear days for all other extraordinary general meetings
- 6.2. A general meeting may be called by shorter notice if it is so agreed:
 - 6.2.1. in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 6.2.2. 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 9 per cent of the total voting rights
- 6.3. 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.
- 6.4. The notice must be given to all the members and to the Directors and auditors.
- 6.5. 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.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1. No business shall be transacted at any general meeting unless a quorum is present
- 7.2. A quorum is:
 - 7.2.1. three members entitled to vote upon the business to be conducted at the meeting; or
 - 7.2.2. one tenth of the total membership at the timewhichever is greater.
- 7.3. The authorised representative of a member organisation shall be counted in the quorum;

- 7.4. If
- 7.4.1. a quorum is not present within half an hour from the time appointed for the meeting; or
- 7.4.2. during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- 7.5. 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.
- 7.6. 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.
- 7.7. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 7.8. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 7.9. If there is only one Director present and willing to act, he or she shall chair the meeting.
- 7.10. 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.
- 7.11. The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 7.12. 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.
- 7.13. 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.
- 7.14. 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.
- 7.15. Any vote at a meeting shall be decided by show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 7.15.1. by the person chairing the meeting, or
- 7.15.2. by at least two members having the right to vote at the meeting
- 7.15.3. 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.
- 7.16.

7.16.1. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

7.16.2. 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.

7.17.

7.17.1. A demand for a poll may be withdrawn, before the poll is taken only with the consent of the person who is chairing the meeting.

7.17.2. 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.

7.18.

7.18.1. 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.

7.18.2. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

7.19.

7.19.1. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

7.19.2. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

7.19.3. The poll must be taken within thirty days after it has been demanded.

7.19.4. If the poll is not taken immediately at least seven days clear notice shall be given specifying the time and place at which the poll is to be taken.

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

7.20. 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 he or she may have.

7.21. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised 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.

8. VOTES OF MEMBERS

8.1. Subject to articles 3.1 to 3.4 and 14 and the next article, every member, whether an individual or an organisation shall have one vote.

8.2. No member shall be entitled to vote at any general meeting or at an adjourned meeting if he or she owes any money to the Charity.

- 8.3. 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 meetings shall be final.
- 8.4. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 8.5. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 8.6. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

9. DIRECTORS

- 9.1. A Director must be a natural person aged 18 years or older.
- 9.2. The number of Directors shall not be less than three.
- 9.3. The Charity shall at all times ensure that it has a Director nominated as follows:
- 9.3.1. by and who shall be a member of the Kaleidoscope (Kingston) Housing Association Limited;
 - 9.3.2. One Director shall be nominated as Chair;
 - 9.3.3. One Director shall be nominated as Vice Chair (who shall carry out all roles and have the same rights as Chair, in the absence of the Chair from meeting); and
 - 9.3.4. One Director may be nominated as Treasurer who shall be responsible for overseeing the compliance of the board with financial requirements set out in the Act and also in these Articles of Association.
- 9.4. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

10. POWERS OF DIRECTORS

- 10.1. The Directors shall manage the business 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.
- 10.2. No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Director/ Trustees.
- 10.3. Any meetings of the Director/ Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Director/ Trustees.

11. RETIREMENT

- 11.1. Directors shall normally serve for a maximum of 9 years except in the case of the Chair who can serve for a further 3 years.

12. APPOINTMENT OF DIRECTOR/ TRUSTEES

- 12.1. The members may by ordinary resolution appoint a person who is willing to act to be a Director/ Trustee.

- 12.2. No person other than a Director/ Trustee retiring by rotation may be appointed a Director/ Trustee at any general meeting unless:

12.2.1. He or she is recommended for re-election by the Director/ Trustees or

12.2.2. Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given notice that:

(a) is signed by a Director/ Trustee is entitled to vote at the meeting

(b) states the Director/ Trustees intention to propose the appointment of a person as a Director/ Trustee

(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 to be proposed to show his or her willingness to be appointed.

- 12.3. 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/ Trustee other than a Director/ Trustee who is to retire by rotation.

- 12.4. The Director/ Trustees may appoint a person who is willing to act to be a Director/ Trustee

- 12.5. The appointment of a Director/ Trustee, whether by the Charity in general meeting or by the other Director/ Trustees, must not cause the number of Director/ Trustees to exceed any number fixed as the maximum number of Director/ Trustees.

13. DISQUALIFICATION AND REMOVAL OF DIRECTOR/ TRUSTEES

- 13.1. A Director/ Trustee shall cease to hold office if he or she:

- 13.2. Ceases to be a Director/ Trustee by virtue of any provision in the Act or is prohibited by law from being a Director/ Trustee;

- 13.3. Is disqualified from acting as a Trustee by virtue of the Charities Act guidelines (or any statutory re-enactment or modification of that provision);

- 13.4. Ceases to be a member of the Charity;

- 13.5. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- 13.6. Resigns as a Director/ Trustee 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
- 13.7. Is absent without the permission of the Director/ Trustees from all their meetings within a period of two consecutive meetings and the Director/ Trustees resolve that his or her office be vacated.
- 13.8. fails to comply with any code of conduct adopted by the Charity from time to time.
- 13.9. fails to disclose a position of conflict of interest and the Directors resolve that his or her office is vacated

14. DIRECTOR/ TRUSTEES REMUNERATION

- 14.1. The Director/ Trustees must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

15. PROCEEDINGS OF DIRECTOR/ TRUSTEES

- 15.1. The Director/ Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 15.2. Any Director/ Trustee may call an extra ordinary meeting of the Director/ Trustees.
- 15.3. Questions arising at a meeting shall be decided by a majority of votes.
- 15.4. In the case of an equality of votes the Chair (or Vice Chair in the Chair's absence) shall have a second or casting vote.
- 15.5. No decision may be made by a meeting of the Director/ Trustees unless a quorum is present at the time the decision is purported to be made.
- 15.6. The quorum shall be two or the number nearest to one third of total number of Director/ Trustees; whichever is the greater or such larger number as may be decided from time to time by the Director/ Trustees.
- 15.7. A Director/ Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Director/ Trustee is not entitled to vote.
- 15.8. If the number of Director/ Trustees is less than the number fixed as the quorum, the continuing Director/ Trustees or Director/ Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.9. The Chair or Vice Chair must normally be in attendance for a meeting to be quorate.
- 15.10. If no-one has been appointed to chair meetings of the Director/ Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Director/ Trustees present may appoint one of their number to chair that meeting.
- 15.11. The person appointed to chair meetings of the Director/ Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Director/ Trustees.
- 15.12. A resolution in writing signed by all the Director/ Trustees entitled to receive notice of a meeting of Director/ Trustees or of a committee of Director/ Trustees and to vote

upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Director/ Trustees or (as the case may be) a committee of Director/ Trustees duly convened and held.

- 15.13. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Director/ Trustees.

16. DELEGATION

- 16.1. The Director/ Trustees may delegate any of their powers or functions to a committee of two or more Director/ Trustees. Any decisions or recommendations of a committee will need to be ratified at board meeting.

- 16.2. All acts and proceedings of any committees must be fully and promptly reported to the Director/ Trustees.

- 16.3. A Director/ Trustee must absent himself or herself from any discussions of the Director/ 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).

- 16.4. Subject to article 40(2), all acts done by a meeting of Director/ Trustees, or of a committee of Director/ Trustees, shall be valid notwithstanding the participation in any vote of a Director/ Trustee:

16.4.1. Who was disqualified from holding office;

16.4.2. Who had previously retired or who had been obliged by the constitution to vacate office;

16.4.3. Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If without:

16.4.4. The vote of that Director/Trustee ; and

16.4.5. That Director/ Trustee being counted in quorum;

The decision has been made by a majority of the Director/ Trustees at a quorate meeting.

- 16.5. Article 40.1 does not permit a Director/ Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Directors/ Trustees or of a committee of Directors/ Trustees if but for article 40.1, the resolution would have been void, or if the Director/ Trustee has not complied with article 39.

17. MINUTES

- 17.1. The Director/ Trustees must keep minutes of all:

17.1.1. Appointments of officers made by the Director/ Trustees;

17.1.2. Proceedings at meetings of the Charity;

17.1.3. Meetings of the Director/ Trustees and committees of Director/ Trustees including;

- (a) The names of the Director/ Trustees at the meeting;
- (b) The decisions made at the meetings; and
- (c) Where appropriate the reasons for the decisions (including why the decision is made in the best interests of the stakeholders of the Company).

18. ACCOUNTS

- 18.1. The Director/ Trustees must prepare for each financial year accounts as required by section 226 (or if applicable section 227) of the Act.
- 18.2. The Director/ Trustees must keep accounting records as required by sections 221 and 222 of the Act.
- 18.3. The Director/ Trustees have appointed an independent auditor to ensure good governance; ensuring audited accounts are available each financial year

19. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 19.1. The Director/ Trustees must comply with the requirements of the Charities Act with regard to:
 - 19.1.1. The transmission of the statements of account to the Charity;
 - 19.1.2. The preparation of an annual report and its transmission to the Commission;
 - 19.1.3. The preparation of an annual return and its transmission to the Commission
- 19.2. The Director/ Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 19.3. Any notice to be given to or by any person pursuant to the articles
 - 19.3.1. Must be in writing; or
 - 19.3.2. Must be given using electronic communications.
- 19.4. The Charity may give any notice to a Director/ Trustee either:
 - 19.4.1. Personally; or
 - 19.4.2. By sending it by post in a prepaid envelope addresses to the member at his or her address; or
 - 19.4.3. By leaving it at the address of a Director/ Trustee; or
 - 19.4.4. By giving it using electronic communications to the Director/Trustees address
- 19.5. A Director/ Trustee 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
- 19.6. A member present in person 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.

19.7. Proof that 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.

19.8. A notice shall be deemed to be given:

19.8.1. 48 hours after the envelope containing it was posted, or

19.8.2. In the case of an electronic communication, 48 hours after it was sent

20. INDEMNITY

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

21. RULES

21.1. The Director/ 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.

21.2. The bye-laws may regulate the following matters but are not restricted to them:

21.2.1. the admission of Directors/ Trustees of the Charity (including the admission of organisations to membership) and the rights and privileges of such Directors/ Trustees, and the entrance fees, subscriptions and other fees or payments to be made by Directors/ Trustees;

21.2.2. the conduct of Directors/Trustees of the Charity in relation to one another, and to the Charity's employees and volunteers;

21.2.3. the setting aside of the whole or any parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

21.2.4. The procedure at general meetings and meetings of the Director/ Trustees in so far as such procedure is not regulated by the Act or by these articles;

21.2.5. Generally, all such matters as are commonly the subject matter of company rules.

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

21.4. The Director/ Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.

21.5. 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.