

5742840

**THE COMPANIES ACT**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**SPECIAL RESOLUTION OF THE MEMBERS**  
**OF**  
**THE JEWISH LEADERSHIP COUNCIL (the Company)**

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At a meeting of the Council of Membership (the Members) on 14 July 2014, the following resolution was unanimously passed as a **Special Resolution** of the Members of the Company

**SPECIAL RESOLUTION**

"THAT with effect from 9 July 2014, the **Federation of Jewish Services** (registered charity number 1117126) of Heathlands Village, Heathlands Drive, Prestwich, Manchester M25 9SB, Senior Lay Leader: **Mr Mark Adlestone**, be admitted to membership of the Company

and accordingly that Clause 9 (**Nominating Bodies**) and Clause 13 (**Council of Membership**) in the Company's Articles of Association be amended to record their admission "

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**CERTIFIED A TRUE EXTRACT:**



**E.H. KRAINES**  
**Company Secretary**

**Date:** 25 JULY 2014

TUESDAY



A10      29/07/2014      #254  
COMPANIES HOUSE

**Company number 5742840**

**ARTICLES OF ASSOCIATION**

of

**THE JEWISH LEADERSHIP COUNCIL**

a private company limited by guarantee incorporated under the Companies Act 1985  
as amended

These articles were adopted by a special resolution passed on 14 July 2014

MISHCON DE REYA  
Summit House  
12 Red Lion Square  
London WC1R 4QD

Ref 26/JLL/AFL/29993 2

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- 1 The Company's name is The Jewish Leadership Council (and in this document it is called the **Company**)

## INTERPRETATION

- 2 No regulation containing any default or model article made in or under any statute concerning companies applies as any regulation or article of the Company Without limitation, no article in The Companies (Model Articles) Regulations 2008 or regulation in The Companies (Tables A to F) Regulations 1985 applies

- 3 In these Articles:

**the Articles** means these Articles of Association of the Company,

**the Board** means the board of directors of the Company who shall be the charity trustees of the Company,

**the Charities Act** means the Charities Act 2011 as amended from time to time,

**the Companies Act** means the Companies Act 2006 as amended from time to time,

**the Company** means the above-named company,

**connected person** has the meaning given to it in section 252 of the Companies Act,

**the Council of Membership** means the Members,

**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,

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

**electronic communication** means the same as in the Electronic Communications Act 2000,

**executed** includes any mode of execution,

**Member** means a member of the Company,

**month** means a calendar month,

**Nominating Bodies** means the organisations recognised as such in accordance with Articles 9 to 11,

**Office** means the registered office of the Company,

**the seal** means the common seal of the Company if it has one,

**Secretary** means the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company,

**Trustee** means a member of the Board,

**the United Kingdom** means Great Britain and Northern Ireland,

words importing the singular number only shall include the plural number and vice versa, words importing the one gender shall include all genders and words importing persons shall include corporations

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

### **LIABILITY OF THE MEMBERS**

- 4 The liability of the Members is limited
- 5 Every Member undertakes to contribute such amount as may be required (not exceeding £1 (One Pound Sterling)) to the Company's assets if it should be wound up while he or she is a Member or within one year afterwards, for payment of the Company'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

### **OBJECTS**

- 6 The objects (**Objects**) for which the Company is established are -
  - (1) to advance the education of the public in the Jewish faith and the customs of the Jewish people and the state of Israel,
  - (2) to advance the Jewish faith,
  - (3) to promote equality and diversity for the benefit of the public by
    - (a) endeavouring to create and sustain a climate in which religious, ethnic, cultural and other forms of diversity (in particular those relating to the Jewish Community) can be celebrated without fear of persecution,
    - (b) representing a range of views including those of the Jewish Community to policymakers, funders, service providers and agencies working in the field,
    - (c) providing advice and information of sufficient quality to fulfil a charitable purpose,
  - (4) to promote religious harmony for the benefit of the public by

- (a) educating Christians, Hindus, Jews, Muslims, and Sikhs and adherents to other religions and systems of belief (as recognised for the purposes of Article 9 of the European Convention on Human Rights and Fundamental Freedoms), to appreciate each other's distinctive beliefs and practices, and
  - (b) promoting education and research leading to respect for religious differences between faiths and systems of belief,
- (5) to improve the efficiency and effectiveness of charities carrying out charitable purposes for the benefit of the Jewish Community by
  - (a) co-ordinating the efforts of existing charitable and non-charitable agencies that have the common goal of providing charitable services or relief to the Jewish Community,
  - (b) liaising with, and acting as a forum for the exchange of information between, agencies working to provide charitable services or relief to the Jewish Community in order to identify gaps in the services, overlap or duplication of services, so as to improve delivery of such services to the Jewish Community,
  - (c) representing the views of the Jewish Community to policy makers, funders and service providers,
  - (d) providing advice and information to agencies working in the field,
  - (e) providing databases or directories or other sources of information provided that they are of sufficient quality to fulfil a charitable purpose,
- (6) such other charitable purposes as the Board shall from time to time think fit

and for the purposes of this Article the following expressions shall have the meanings set out below

**charitable purposes** shall include purposes carried on outside the United Kingdom but which would be recognised as charitable if carried on in the United Kingdom, and

**the Jewish Community** shall mean those persons in the United Kingdom, Israel, or elsewhere who

- (a) profess the Jewish Faith,
- (b) are descended from a mother who professed the Jewish Faith,
- (c) are descended from a parent grandparent or great grandparent who professed the Jewish Faith

## POWERS

7 In furtherance of the Objects set out above but not otherwise the Company may exercise the following powers -

- (1) to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction,
- (2) to make grants and loans whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise and to guarantee money or to use the assets of the Company as security for the performance of contracts entered into by any person, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or towards charitable purposes in any way connected with or calculated to further the objects of the Company,
- (3) to make representations (written or verbal), produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others making representations, producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the objects of the Company or for the purpose of informing contributors and others of the needs or progress of the Company,
- (4) to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions provided that in relation to any contributions subject to any special trusts or conditions the Company shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts,
- (5) to raise funds for the Company by personal or written appeals (whether periodical or occasional), public meetings or otherwise as may from time to time be deemed expedient provided that in raising funds the Company shall not undertake or carry out any trading activities unless authorised by these Articles or by law to do so,
- (6) to carry out trade insofar as
  - (a) the trade is exercised in the course of carrying out the primary objects of the Company or
  - (b) the trade is temporary and ancillary to the carrying out of the objects of the Company or
  - (c) those profits of any trade exercised by the Company which do not fall within either (a) or (b) above are not liable to tax,

- (7) to operate bank accounts in the name of the Company and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments,
- (8) to invest any moneys of the Company not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- (9) to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use,
- (10) to make planning applications, applications for consent under by-laws or building regulations and other like applications,
- (11) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- (12) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security (if any) as may be thought fit,
- (13) to employ, engage or retain the services of such persons *as* may be necessary or desirable for the attainment of the objects of the Company on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependants,
- (14) to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers (**the Managers**) the exercise of all or any of its powers of investment provided always that -
  - (a) the Managers shall be authorised to carry on regulated activities under the Financial Services and Markets Act 2000,
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company,
  - (c) the Managers shall be under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Company within 14 days and to report regularly on the performance of investments managed by them,



- (d) the Company shall be entitled at any time to review, alter or terminate the delegation or the terms thereof,
  - (e) the Company shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Company to undertake such reviews within the period of 12 months shall not invalidate the delegation,
  - (f) the Company shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed, requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers,
- (15) to permit any investments belonging to the Company to be held in the name of any bank or company as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such,
  - (16) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Trustee which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Company,
  - (17) to establish charitable trusts for any particular purposes of the Company, to act as trustees of any such special charitable trust whether established by the Company or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to its objects,
  - (18) to establish and support or aid in the establishment and support of any charitable companies, associations or institutions in any way connected with the purposes of the Company or calculated to further its objects,
  - (19) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Company or similar charitable purposes and to exchange information and advice with them,
  - (20) to amalgamate with, acquire the assets of or in any other way to merge with any organisation which is charitable at law and has objects similar to or including those of the Company,

- (21) either alone or jointly with others, to establish and control one or more companies to assist or act as agents for the Company,
- (22) to the extent permitted by charity law, to campaign or to support campaigns on any matter relevant to the objects of the Company,
- (23) to meet such legal, research or other professional or academic fees and expenses as shall further the attainment of the object of the Company set out in Article 6(3)(a),
- (24) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company,
- (25) to do all such other lawful things as shall further the attainment of the objects of the Company or any of them

#### **APPLICATION OF INCOME AND PROPERTY**

8 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members of the Company and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing in this document shall prevent any payment in good faith by the Company

- (1) 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 Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Board 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,
- (2) of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant who is not a Trustee,
- (3) of interest on money lent by any Member of the Company or Trustee at a reasonable and proper rate,
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a Member holding not more than 1/100th part of the issued capital of that company,
- (5) of reasonable and proper rent for premises demised or let by any Member of the Company or a Trustee,
- (6) to any Trustee of reasonable out-of-pocket expenses,
- (7) of reasonable and proper premiums in respect of Trustee Indemnity Insurance, effected in accordance with Article 7(16) above

## NOMINATING BODIES

9 Subject to the provisions of Articles 10 and 11 the following organisations shall be Nominating Bodies for the purposes of these Articles,

- (1) the Board of Deputies of British Jews (**BOD**) of 6 Bloomsbury Square, London WC 1A 2LP
- (2) Community Security Trust (**CST**), registered charity number 1042391
- (3) Jewish Care (**JC**), registered charity number 802559 and company number 2447900
- (4) Union of Liberal and Progressive Synagogues (also known as Liberal Judaism) (**LJ**), registered charity number 236590
- (5) (The Jewish Representative Council of Greater Manchester and Region (**MJRC**) of Jewish Community Centre, Bury Old Road, Manchester M7 4QY
- (6) Norwood Ravenswood (also known as Norwood) (**Norwood**), registered charity number 1059050 and company number 3263519
- (7) The Movement for Reform Judaism (**RJ**), registered charity number 250060
- (8) Spanish and Portuguese Jews' Congregation (**SPJC**), (registered with the Charity Commission as the Spanish and Portuguese Jews' Synagogue), registered charity number 212517
- (9) Union of Jewish Students (**UJS**) of Hillel House, 1 & 2 Endsleigh Street, London WC14 0DS
- (10) United Jewish Israel Appeal (**UJIA**), registered charity number 1060078 and company number 3295115
- (11) United Synagogue (**US**), registered charity number 242552
- (12) The Central British Fund for World Jewish Relief, (also known as World Jewish Relief) (**WJR**), registered charity number 290767 and company number 1874886
- (13) Assembly of Masorti Synagogues (**AMS**), registered charity number 1117590
- (14) British Israel Communications and Research Centre (**BICOM**), company number 4204458
- (15) Cross Communal Group (**CCG**) of 32-36 Great Portland Street London W1W 8QX

- (16) New Leadership Network (**NLN**) (a division of the Jewish Leadership Council (**JLC**))
  - (17) Nightingale Hammerson (**NH**), registered charity number 207316
  - (18) WIZO uk (**WIZO**), registered charity number 1125012 and company number 6634748
  - (19) The Jewish Community Centre UK (**JW3**), registered charity number 1105622 and company number 5190717
  - (20) LEAD (**LEAD**), a division of the JLC
  - (21) Partnership for Jewish Schools (**PAJES**), a division of the JLC
  - (22) London Jewish Forum (**LJF**), registered charity number 1119590 and company number 5720881
  - (23) The Jewish Museum London (**JML**), registered charity number 1009819 and company number 0265110
  - (24) The Leeds Jewish Representative Council (**LJRC**) of the Marjorie & Arnold Ziff Community Centre, 311 Stonegate Road, Leeds LS17 6AZ
  - (25) Zionist Youth Council (**ZYC**) of Alexander House, 3 Shakespeare Road, London N3 1XE
  - (26) The University Jewish Chaplaincy (**The Chaplaincy**) Registered Charity No 1126031 Registered Office 305 Ballards Lane, London N12 8GB
  - (27) Camp Simcha, Charity No 1044685, 12 Queens Road, London, NW4 2TH
  - (28) The Fed, Charity No 1117126, HEATHLANDS VILLAGE, Heathlands Drive, Prestwich, Manchester M25 9SB
- 10 In the event that any of the bodies listed in Article 9 ceases to exist (for whatever reason) the number of Members shall be reduced accordingly provided that the Company may designate as a Nominating Body, in its place, any body which succeeds to the whole or a substantial part of the activities or undertakings of the body which has ceased to exist.
- 11 The Company may, by Special Resolution, add to the list of Nominating Bodies in Article 9 by designating as a Nominating Body any body whose membership of the Company it believes to be in the best interests of the Company

#### **MEMBERSHIP OF THE COMPANY**

- 12 The number of Members with which the Company proposes to be registered is unlimited

- 13 At the date of adoption of these Articles, the members of the Council of Membership comprise the senior lay leaders of the board of trustees (or equivalent) of each of the Nominating Bodies (being at the date of this document the persons holding the office set out in the third column of the table included below in this Article)

Council of Membership

Name	Nominating Body	Senior Lay Leader
Vivian Wineman	BOD	President
Gerald M Ronson	CST	Chairman
Steven Lewis	JC	Chairman
Lucian Hudson	LJ	Chairman
Frank Baigel	MJRC	President
David Ereira	Norwood	Chairman
Robert Wiener	RJ	Chairman of the Movement
David Dangoor	SPJC	President of the Board
Jo Tarsh	UJS	Chair
Bill Benjamin	UJIA	Chairman
Stephen Pack	US	President
James Libson	WJR	Chairman
Clive Sheldon	AMS	Co-Chairman
Edward Misrahi	BICOM	Chairman
Brian Kerner	CCG	Chairman
Steven Lewis	NLN	Co-Chairman
James Libson	NLN	Co-Chairman
Harvey Rosenblatt	NH	Chairman
Michele Vogel	WIZO	President
Michael Goldstein	JW3	Chairman
Nigel Layton	LEAD	Chairman
Jonathan Goldstein	PAJES	Chairman
Adrian Leon Cohen	LJF	Chairman
Lord Young of Graffham	JML	Chairman
Simon Jackson	LJRC	Chairman
Matt Herman	ZYC	Co-Chairman
Mike Mendoza	ZYC	Co-Chairman
Uri Goldberg	The Chaplaincy	Chairman
Julian Taylor	Camp Simcha	Chairman
Mark Adlestone	The Fed	Chairman

- 14 Membership of the Company is open to the senior lay leader of any body which has been designated a Nominating Body pursuant to Articles 9 to 11
- 15 If any Nominating Body has more than one senior lay leader, only one of them shall be entitled to be a Member, such person having been selected by the Council of Membership, provided that the provisions of this Article shall not

apply to NLN or ZYC, each of which shall be entitled to be represented by two Members

- 16 In the event of a change of senior lay leader of a Nominating Body, the new lay leader will replace the existing lay leader as a Member of the Company.
- 17 If a senior lay leader of a Nominating Body is unable or unwilling to serve (or to continue serving) as a Member of the Company the Nominating Body concerned may nominate another person to serve as the Member for that Nominating Body and the person so nominated shall serve as a Member until the appointment by the Nominating Body of a senior lay leader able and willing to serve as a Member of the Company (or until the Nominating Body withdraws his or her nomination and makes a replacement nomination, if sooner)
- 18 The Council of Membership will elect a Chairman who shall serve for a fixed three year term of office. A maximum of two terms may be served in this role by the same person unless otherwise agreed by all of the Members
- 19 The Board must keep a register of names and addresses of the Members

#### **CLASSES OF MEMBERSHIP**

- 20 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members
- 21 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 22 The rights attached to a class of Members may only be varied if
  - (1) three-quarters of the Members of that class consent in writing to the variation, or
  - (2) a Special Resolution is passed at a separate general meeting of the Members of that class agreeing to the variation
- 23 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members

#### **GENERAL MEETINGS**

- 24 The Board may call a General Meeting at any time. General Meetings shall be held at such times and places as the Board shall determine
- 25 The Company must hold a General Meeting at least every four months
- 26 The Board may call General Meetings and, on the requisition of Members in accordance with sections 303 to 305 of the Companies Act, shall within 21 days from the date of the deposit of the requisition convene a General Meeting

for a date not later than 28 days after the date of the notice convening the meeting

- 27 If there are not within the United Kingdom sufficient Trustees to convene a General Meeting, any Trustee or any Member may convene a General Meeting

### **NOTICE OF GENERAL MEETINGS**

- 28 A General Meeting called for the passing of a Special Resolution or for appointing a person as a Trustee shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at such a meeting, being a majority together holding not less than 95 percent of the total voting rights at that meeting of all the Members
- 29 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and Article 43. The notice shall be given to all Members, the Board and the Auditors
- 30 The proceedings at a General 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 Company

### **PROCEEDINGS AT GENERAL MEETINGS**

- 31 No business shall be transacted at any General Meeting unless a quorum is present. Two-thirds of the Members shall constitute a quorum
- 32 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine
- 33 The Chairman of the Council of Membership shall preside as chairman of the meeting, but if the Chairman is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chairman
- 34 A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak (but not vote) at any General Meeting
- 35 The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place

- 36 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.
- 37 A resolution put to the vote of a meeting shall be decided on a show of hands (but where a Member is attending by telephone conference or other such similar communications equipment such that his hand cannot be seen, he shall indicate his vote by confirming orally whether he is for or against the resolution) unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded
- (1) by the chairman of the meeting,
  - (2) by at least two Members present in person or by proxy and having the right to vote at the meeting, or
  - (3) by a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 38 Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 39 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman of the meeting. 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.
- 40 A poll shall be taken as the chairman of the meeting 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.
- 41 A poll demanded on the election of a chairman of the meeting 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. 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 results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 42 Members may participate in or hold a General Meeting by means of conference telephone or similar communications equipment so that all persons participating in the General Meeting can hear and speak to each other.



Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a General Meeting duly convened and held with such persons physically present. The General Meeting shall be deemed to have been held at the place where the largest number of Members are present in person.

### **CONTENT OF PROXY NOTICES**

- 43 Proxies may only validly be appointed by a notice in writing (a **Proxy Notice**) which
- (1) states the name and address of the Member appointing the proxy,
  - (2) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
  - (3) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine, and
  - (4) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 44 The Company may require proxy forms to be delivered in a particular form, and may specify different forms for different purposes
- 45 Proxy Notices may specify how the proxy is appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 46 Unless a Proxy Notice indicates otherwise, it must be treated as
- (1) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (2) appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

### **DELIVERY OF PROXY NOTICES**

- 47 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person
- 48 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 49 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

- 50 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

### **WRITTEN RESOLUTIONS OF MEMBERS**

- 51 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
- (1) a copy of the proposed resolution has been sent to every eligible Member,
  - (2) a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members has signified its agreement to the resolution, and
  - (3) it is contained in an authenticated Document which has been received by the Company within the period of 28 days beginning with the circulation date
- 52 A resolution in writing may comprise several copies to which one or more Members have signified their agreement

### **VOTES OF MEMBERS**

- 53 Subject to Article 20, every Member shall have one vote
- 54 No Member shall debate or vote on any matter in which he is personally interested without the permission of the majority of the persons present and voting
- 55 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 of the meeting whose decision shall be final and conclusive

### **THE BOARD**

- 56 The number of Trustees shall be not less than four and not more than twelve (unless otherwise determined by Ordinary Resolution)
- 57 The Trustees will be
- (1) those persons (whose number shall not exceed eight) elected by the Council of Membership and appointed by Ordinary Resolution, from within the membership of the Council of Membership and the Trustees and
  - (2) The President of the Boards of Deputies and

- (3) Up to three other persons, as may be appointed by the Board of Trustees in accordance with Article 68 of the Articles of Association

PROVIDED ALWAYS THAT, at any time, no less than seven Trustees shall be the Senior Lay Leaders of a Nominating Body

- 58 Except to the extent permitted by Article 8, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party
- 59 The Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

### **POWERS OF THE BOARD**

- 60 Subject to the provisions of the Companies Act and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these Articles required to be exercised by the Company in General Meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board
- 61 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine
- 62 The Board shall have power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof, as to prescribing classes of and conditions of membership and the rights and privileges of Members, as to the duties of any officers or servants of the Company, as to the conduct of the business of the Company by the Board or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles
- 63 The Board and the Company in General Meeting shall have power to repeal or alter or add to any regulations and the Board shall adopt such means as they think sufficient to bring to the notice of Members all such regulations which shall be binding on Members

- 64 Subject to compliance with the Companies Act, the name of the company may be changed by a decision of the Trustees without requiring a resolution of the Members. This does not affect the ability of the Company to change its name by Special Resolution in accordance with the Companies Act

#### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

- 65 No person shall become a Trustee
- (1) unless he has attained the age of 18 years (but for the avoidance of doubt, there shall be no maximum age), or
  - (2) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 69
- 66 Subject as aforesaid, the Company may from time to time in General Meeting increase or reduce the number of Trustees and may make the appointments necessary for effecting any such increase
- 67 Subject to Articles 69 to 71, each Trustee shall hold office for a three year term and on the expiry of that term shall be eligible to stand for re-election by the Members
- 68 The Board may appoint a person (who need not be a Member) who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following General Meeting. If not reappointed at such General Meeting as a Trustee, he shall vacate office at the conclusion of that meeting

#### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 69 A Trustee shall cease to hold office if he -
- (1) if he ceases to be a Trustee by virtue of any provision in the Companies Act or is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of that provision) or is otherwise prohibited by law from being a Trustee,
  - (2) if having been appointed pursuant to Article 68 he is not reappointed at the following General Meeting,
  - (3) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
  - (4) if he resigns his office by notice to the Company (but only if at least four Trustees will remain in office when the notice of resignation is to take effect), or

- (5) if he is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his office be vacated
- 70 The Board shall be entitled to remove any Trustee who has ceased to be a Member pursuant to Article 14
- 71 In addition and without prejudice to the provisions of Section 168 and 169 of the Companies Act, the Company may by Special Resolution remove any Trustee before the expiration of his period of office and may by an Ordinary Resolution appoint another person in his stead but any person so appointed shall retain his office so long only as the Trustee in whose place he is appointed would have held the same if he had not been removed

### **PROCEEDINGS OF THE BOARD**

- 72 Subject to the provisions of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. The Board shall meet at least eight times a year. Two Trustees may and the Secretary at the request of two Trustees shall call a meeting of the Board. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote
- 73 The quorum for the transaction of the business of the Board may be fixed by the Board but in the absence of any such resolution a quorum shall be constituted where there are at least six Trustees present
- 74 The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting
- 75 The Board may appoint any Trustee to be its Chairman, such appointment having been approved by the Council of Membership, who will serve for a fixed three year term of office. The Chairman so appointed shall preside at every meeting of Board at which he is present. But if he is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting
- 76 The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that
- (1) the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number),

- (2) the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify,
  - (3) the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary;
  - (4) all delegations under this Article shall be revocable at any time,
  - (5) the Board may make such regulations and impose such terms of conditions and give such mandates to any such committee as it may from time to time think fit,
- 77 For the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time provided that the signature of at least two Trustees shall be required
- 78 All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote
- 79 A resolution in writing, signed by all the Trustees for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held
- 80 The Board and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present

#### **DECLARATION OF DIRECTORS' INTERESTS**

- 81 A Trustee must declare in writing 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 entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

- 82 Where a proposed decision of the Trustees concerns any matter in which a Trustee has a direct or indirect interest or a duty which does or may conflict with an interest or duty he owes to the Company he shall not be entitled to be counted as participating in the decision making process for quorum or voting purposes

### **CONFLICTS OF INTEREST**

- 83 If a conflict of interest 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

- (1) the conflicted Trustee is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person,
- (2) 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 the meeting, and
- (3) the unconflicted Trustees consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying

- 84 In Article 83, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person

- 85 Either the Board or, if the Board is (or may be) unable or unwilling to authorise the conflict, the Members may, authorise any conflict so declared by Ordinary Resolution. They may also authorise a matter which would amount to a conflict on appointment of a person as a Trustee. That authorisation shall have effect from the appointment of that person as a Trustee

- 86 Any Trustee (including the Trustee in question) or the company secretary, if any, may propose that a conflict be authorised by the Board. Any such authorisation which is given at a meeting of the Board, shall only be effective if the quorum requirements would be met without counting the Trustee in question or any other interested Trustee and if the matter was agreed to without their voting or would have been agreed to if their vote had not been counted. The authorisation may also be given by a written resolution of the Board, taking account of the restrictions on voting and quorum set out in this Article

- 87 Save as otherwise required by law, any authorisation of a conflict may (whether at the time of giving the authority or subsequently)

- (1) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised, and

- (2) be subject to such terms and for such duration, or impose such limits or conditions as the authorisation may specify, and
- (3) and the Trustee must conduct himself in accordance with any such terms, limits or conditions

### **OFFICERS**

- 88 Subject to the provisions of the Companies Act and to Article 8, the Board -
- (1) shall appoint or engage a Secretary and may appoint an assistant or deputy Secretary, and
  - (2) may appoint or engage a Treasurer and such other officers or servants as they shall see fit

and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer or servant so appointed or engaged

- 89 Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee

### **MINUTES**

- 90 The Board shall keep minutes in books kept for the purpose -
- (1) of all appointments of officers made by the Board, and
  - (2) of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting

### **THE SEAL**

- 91 The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee

### **BANK ACCOUNTS**

- 92 Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall require such signatures as the Board may determine

### **ACCOUNTS**

- 93 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Company and otherwise complying with the Companies Act, the Charities Act and the Statement of Recommended Practice on



Accounting and Reporting by Charities shall be kept at the Office or such other place within the United Kingdom as the Board think fit

- 94 Subject to the requirements of the Companies Act, the Company may at a General Meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours
- 95 The Board shall prepare in each year an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Such accounts and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the Auditors and shall comply with the provisions of the Companies Act, the Charities Act and the Statement of Recommended Practice on Accounting and Reporting by Charities. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached to them shall, not later than the end of the period for filing accounts with the Registrar as determined in the Companies Act, or if earlier, the date on which the accounts and reports are delivered to the Registrar, be sent to all persons entitled to receive notices of General Meetings of the Company

#### **AUDIT**

- 96 Auditors shall be appointed and their duties regulated in accordance with the Companies Act

#### **ANNUAL REPORT AND ANNUAL RETURN**

- 97 The Board shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners and under the Companies Act with regard to the preparation of an annual return and its transmission to the Registrar

#### **NOTICES**

- 98 Any notice to be given to or by any person pursuant to the Articles shall be in writing (or shall be given using electronic communications) to an address for the time being notified for that purpose to the person giving the notice, except that a notice calling a meeting of the Board need not be in writing. In Articles 99 to 101, **address**, in relation to electronic communications, includes any number or address used for the purposes of such communication
- 99 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which

notices may be sent using electronic communications shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company

- 100 A Member present in person or by other means at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 101 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given 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 A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent
- 102 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting

#### **INDEMNITY**

- 103 Subject to the provisions of the Companies Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto
- 104 The Board shall have power to resolve pursuant to Article 7(16) to effect Indemnity Insurance notwithstanding their interest in such policy

#### **WINDING UP**

- 105 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any money or property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to or including the objects of the Company, and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 8, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object