

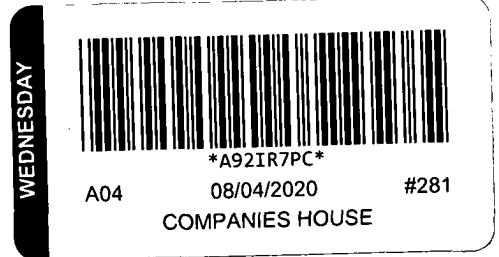
## 9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meaning in the Memorandum.
- 9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE WHITSTABLE CASTLE TRUST



## 1 MEMBERSHIP

- 1.1 The charity must maintain a register of **members**.
- 1.2 Membership of the Charity is open to any individual (not being a minor) or organisation interested in promoting the **Objects** who:
- 1.2.1 applies to the Charity in the form required by the **Trustees**
  - 1.2.2 is approved by the Trustees and
  - 1.2.3 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.
- 1.3 The Trustees may establish different classes of membership (including **informal membership**), prescribe their respective privileges and duties and set the amounts of any subscriptions. Informal members may include minors.
- 1.4 Membership is terminated if the member concerned:
- 1.4.1 gives **written** notice of resignation to the Charity;
  - 1.4.2 dies or (in the case of an organisation) ceases to exist;
  - 1.4.3 is more than three months in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
  - 1.4.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice.
  - 1.4.5 Membership of the Charity is not transferable.

- 1.4.6 Members who are employed by the Trust will have no voting rights at the AGM as there could be a conflict of interest.

## 2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting. General meetings are called on or at least 21 days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives having voting rights and present in person or by proxy is at least six or (if greater) ten per cent of the members having voting rights.
- 2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a General meeting.
- 2.4 Except where otherwise provided by the **Articles of the Companies Act**, every issue is decided by a majority of the votes cast.
- 2.5 Except for the Chairman of the meeting, who has a casting vote, every member present in person (or through an authorised representative) or by proxy has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 2.7 Except at first, the Charity must hold an **AGM** in every year. The first AGM must be held within 18 months after the Charity's incorporation.
- 2.8 At an AGM the members;
- 2.8.1 receive the accounts of the Charity for the previous financial year;
  - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM.
  - 2.8.3 accept the retirement of the Trustees;
  - 2.8.4 elect Trustees to fill the vacancies arising;
  - 2.8.5 appoint auditors for the Charity
  - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity;
  - 2.8.7 may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 2.9 Any general meeting which is not an AGM is an EGM.
- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least 10% of the members.

## 3 THE TRUSTEES

- 3.1 The Trustees as **charity trustees** have control of the charity and its property and funds.
- 3.2 The Trustees when complete consist of not less than three and not more than eleven individuals, all of whom must be members.
- 3.3 The subscribers to the **Memorandum** are the first Trustees.
- 3.4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.
- 3.5 A Trustee's term of office automatically terminates if he or she:

- 3.5.1 is disqualified under the Charities Act from acting as a charity trustee;
- 3.5.2 is incapable, whether mentally or physically, of managing his or own affairs;
- 3.5.3 is absent without notice from three consecutive meetings of the Trustees and is asked by the majority of the other Trustees to resign;
- 3.5.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other trustees on resuming membership of the charity before the next AGM);
- 3.5.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office) ;or
- 3.5.6 is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in light of any such views.
- 3.6 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number, but a co-opted trustee holds office only until the next AGM.
- 3.7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.8 Replacement Trustees will be selected in accordance with the Castle Trust Appointment policy which includes recruiting trustees appropriate to the needs of the Castle which will necessitate a job description and an interview.

#### **4 TRUSTEES' PROCEEDINGS**

- 4.1 The Trustees must hold at least three meetings each year.
- 4.2 A quorum at meeting of the Trustees is five of the Trustees.
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except for the Chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **5 TRUSTEES' POWERS.**

The Trustees have the following powers in the administration of the Charity.

- 5.1 To appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Companies Act.
- 5.2 To appoint a Chairman, Treasurer and other honorary officers from among their number.

- 5.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.
- 5.4 To make standing order consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at a general meeting and to prescribe a form of proxy.
- 5.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).
- 5.7 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.8 To exercise any powers of the Charity which are not reserved to a general meeting.

## **6 RECORDS AND ACCOUNTS**

- 6.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 6.1.1. annual returns;
  - 6.1.2. annual reports; and
  - 6.1.3. annual statements of accounts
- 6.2 The Trustees must keep proper records of:
  - 6.2.1 all proceedings at General meetings
  - 6.2.2 all proceedings at meetings of the Trustees
  - 6.2.3 all reports of committees; and
  - 6.2.4. all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## **7 NOTICES**

- 7.1 Notices under the Articles may be sent by hand, by post, by email (where applicable to members generally) and may be published in any suitable journal or local newspaper or any journal distributed by the Charity.
- 7.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
  - 7.3.1. 24 hours after being emailed or delivered by hand to the relevant address;
  - 7.3.2 two clear days after being sent by first class post to that address;
  - 7.3.3 three clear days after being sent by second class or overseas post to that address;
  - 7.3.4 on the date of the publication of a newspaper containing the notice;

7.3.5 on being handed to the member ( or, in the case of a member organisation, its authorised representative) personally; or if earlier

7.3.6 as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 8 DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

## 9 INTERPRETATION

9.1 In the Memorandum and in the articles; unless the context indicates another meaning;

**AGM** means an annual general meeting of the Charity;

**Articles** means the charity's articles of association;

**Authorised representatives** means an individual who is authorised by a member organisation to act on its behalf at meetings and whose name is given to the Secretary.

**Chairman** means the chairman of the Trustees

**Charity** means the company governed by the Articles;

**Charities Act** means the Charities Act 1993;

**Charity trustee** has the meaning prescribed by section 97(1) of the Charities Act;

**Clear day** means 24 hours from midnight following the relevant event;

**Commission** means the Charity Commissioners for England and Wales;

**Companies Act** means the Companies Act 1985;

**connected person** means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

**custodian** means a person or body who undertakes safe custody of assets or of documents or records relating to them;

**EGM** means an extraordinary general meeting of the Charity;

**financial expert** means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

**financial year** means the Charity's financial year;

**firm** includes a limited liability partnership;

**indemnity insurance** means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

**informal membership** refers to a supporter who may be called a member but is not a company member of the Charity;

**material benefit** means a benefit which may not be financial but has a monetary value;

**Memorandum** means the Charity's Memorandum of Association;

**month** means calendar month

**nominee company** means a corporate body registered or having an established place of business in England and Wales;

**objects** means the Objects of the Charity as defined in clause 3 of the memorandum;

**Secretary** means the company secretary of the Charity;

**taxable trading** means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects; the profits of which are subject to corporation tax;

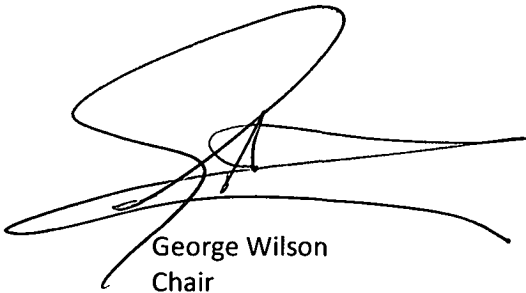
**Trustee** means a director of the Charity and **Trustees** means the directors;

**written or in writing** refers to a legible document on paper not including an email:

**year** means calendar year.

9.2. Expressions defined in the Companies Act have the same meaning.

9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.



George Wilson  
Chair