

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION OF THE MEMBERS

Of

THE REACH FOUNDATION

(the "Company")

(Company Number 06546261)

Circulation Date: 27/3/19

Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolution below is passed as a special resolution (together, the "Resolution").

SPECIAL RESOLUTION

THAT the amended and restated articles of association attached to this resolution and marked "A" be adopted as the new articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association.

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, being the eligible members of the Company on the Circulation Date, irrevocably agree to the Resolution.

Signed by Neil Jennings

Dated: 27/3/19

N. Jennings

Signed by Jonathan Robert McGoh

Dated: 27/3/19

J. McGoh

THURSDAY



A15 *A82P01NC* 04/04/2019 #52
COMPANIES HOUSE

Notes

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Maddie Alexander-Finch, Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH.
- **Post:** returning the signed copy by post to Maddie Alexander-Finch, Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH.
- **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to maddie.alexander-finch@shlegal.com.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

- 1 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 2 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 3 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE REACH FOUNDATION

Interpretation

1 In these Articles:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Foundation;
"the Articles"	means the Foundation's article of association;
"clear days"	<p>in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none">▪ 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"	the Charity Commission for England and Wales or any body which succeeds to its functions;
"the Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Foundation;
"connected person"	<p>means:</p> <ul style="list-style-type: none">(1) a child, parent, grandchild, grandparent, brother or sister of the Director;(2) the spouse or civil partner of the Director or of any person falling within (1) above;(3) a person carrying on business in partnership with the Director or with any person falling within (1) or (2) above;(4) an institution which is controlled:<ul style="list-style-type: none">(a) by the Director or any connected person falling within (1), (2), or (3) above; or(b) by two or more persons falling within 4(a), when taken together (5)(5) a body corporate in which –<ul style="list-style-type: none">(a) the Director or any connected person falling within (1) to (3) has a substantial

interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

(c) sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

"document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"the Directors"	means the directors of the Foundation. The directors are Charity Trustees as defined by section 177 of the Charities Act 2011;
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006;
"the Foundation"	means the company intended to be regulated by these Articles;
"the memorandum"	means the Foundation's memorandum of association;
"officers"	includes the Directors and the Secretary;
"the seal"	means the common seal of the Foundation, if it has one;
"the Secretary"	means the secretary of the Foundation or any other person appointed to perform the duties of the secretary of the Foundation, including a joint, assistant or deputy secretary;
"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.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Foundation.

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

Members

2

- (1) The subscribers to the memorandum were the first members of the Foundation.
- (2) Membership is open to other individuals or organisations who:

- (a) apply to the Foundation in the form required by the Directors; and
 - (b) are approved by the Directors.
- (3)
- (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Foundation to refuse the application.
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

Classes of membership

3

- (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

4 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Foundation unless, after the resignation, there would be fewer than two members;
- (3) any sum due from the member to the Foundation is not paid in full within six months of its falling due; or

(4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Foundation 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; and
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Foundation) has been allowed to make representations to the meeting.

Objects

5 The Foundation's objects ("**Objects**") are specifically restricted to the following: to advance the education, training and development of young people and adults in any part of the world, and in particular (but not exclusively) to advance the education and development of under-privileged and/or socially disadvantaged young people and adults by the provision of holistic, cradle to career services to support them to live lives of choice and opportunity.

Powers

6 The Foundation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Foundation has power:

- (1) to raise funds. In doing so, the Foundation must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Foundation. In exercising this power, the Foundation must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Foundation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Foundation must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Foundation. The Foundation may employ or remunerate a Director only to the extent it is permitted to do so by Article 9 and provided it complies with the conditions in that Article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager;
 - (c) arrange for the investments or other property of the Foundation 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;
- (11) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the Foundation the costs of forming and registering the Foundation both as a company and as a charity; and
- (13) to do all such other lawful things as are necessary for the achievement of the Objects.

Application of income and property

- 7 The income and property of the Foundation shall be applied solely towards the promotion of the Objects.
 - (1) A Director is entitled to be reimbursed from the property of the Foundation or may pay out of such property all reasonable expenses properly incurred by him or her when acting on behalf of the Foundation.
 - (2) A Director may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (3) A Director may receive an indemnity from the Foundation in the circumstances specified in Article 55.
 - (4) A Director may not receive any other benefit or payment unless it is authorised by Article 9.
- 8 Subject to Article 9, none of the income or property of the Foundation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Foundation. This does not prevent a member who is not also a Director receiving:

- (1) a benefit from the Foundation in the capacity of a beneficiary of the Foundation; or
- (2) reasonable and proper remuneration for any goods or services supplied to the Foundation.

Benefits and payments to the Directors of the Foundation and connected persons

9

- (1) General provisions

No Director or connected person may:

- (a) buy any goods or services from the Foundation on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Foundation;
- (c) be employed by, or receive any remuneration from, the Foundation;
- (d) receive any other financial benefit from the Foundation,

unless the payment is permitted by Article 9(2), or authorised by the court or where the prior written consent of the Foundation Commission has been obtained.

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

Scope and powers permitting Directors' or connected persons' benefits

- (2)
 - (a) A Director or connected person may receive a benefit from the Foundation in the capacity of a beneficiary of the Foundation provided that a majority of the Directors do not benefit in this way.
 - (b) A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Foundation where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
 - (c) A Director or connected person may receive interest on money lent to the Foundation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the "base rate").
 - (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth from the Foundation provided that the shares of the company are listed on a

recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

- (e) A Director or connected person may receive rent for premises let by the Director or connected person to the Foundation. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Director or connected person may take part in the normal trading and fundraising activities of the Foundation on the same terms as members of the public.

General meetings

10

- (1) An annual general meeting must be held every year, and no longer than fifteen months may elapse between one annual general meeting and the next.
- (2) All general meetings other than annual general meetings shall be called special general meetings.

11 The Directors may call a special general meeting at any time.

Notice of general meetings

12

- (1) The minimum periods of notice required to hold a general meeting of the Foundation are:
 - (a) twenty-one clear days for an annual general meeting; and
 - (b) fourteen clear days for all special general meetings.
- (2) 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 the meeting who together hold not less than 90 per cent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 19.
- (4) The notice must be given to all the members and to the Directors and auditors.

- 13 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 Foundation.

Proceedings at general meetings

14

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is
 - (a) two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - (b) one tenth of the total membership at the time,whichever is the greater.
- (3) One authorised representative of a member organisation shall be counted in the quorum.

15

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) 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.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.

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

17

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

18

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Foundation but the number or proportion of votes cast need not be recorded.
- (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

(4)

- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

(5)

- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business which may be conducted at the meeting.

19

- (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at any general meeting of the Foundation.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as the circumstances allow, or in any other form which is usual or which the Directors may approve) -

"The Reach Foundation

I/we,.....of..... being a member/members of The Reach Foundation, hereby appoint.....of....., or, failing him/her,.....of....., as my/our proxy to attend and to speak and vote in my/our name(s) and on my/our behalf at the general meeting of the Foundation to be held on.....20....., and at any adjournment of that meeting.

Signed.....

Dated....."

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near to it as the circumstances allow, or in any other form which is usual or which the Directors may approve) -

"The Reach Foundation

I/we,.....of..... being a member/members of The Reach Foundation, hereby appoint.....of....., or, failing him/her,.....of....., as my/our proxy to attend and to speak and vote in my/our name(s) and on my/our behalf at the general meeting of the Foundation to be held on.....20....., and at any adjournment of that meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1 *for/against**

Resolution 2 *for/against**

**Strike out whichever is not desired*

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed.....

Dated....."

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a solicitor or in some other way approved by the Directors) may be lodged with the Foundation as follows:

(a) in the case of an instrument in writing be deposited at the registered office of the Foundation, or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Foundation in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

(b) in the case of an appointment contained in an electronic communication, where the Foundation has specified an address for the purpose of receiving electronic communications -

- in the notice convening the meeting; or
- in any instrument of proxy sent out by the Foundation in relation to the meeting; or
- in any invitation contained in an electronic communication to appoint a proxy issued by the Foundation in relation to the meeting; or

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as described above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting, or to the Secretary, or to any Director.
- (5) An appointment of a proxy which is not deposited, delivered or received in a manner described in Article 19(4) shall be invalid.
- (6) A vote given or poll demanded by a proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Foundation:
- (a) at its registered office; or
 - (b) at such other place at which the appointment of the proxy was duly deposited; or
 - (c) where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received,

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions

20

- (1) An ordinary resolution in writing agreed by a simple majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that a copy of the proposed resolution has been sent to every member entitled to vote on it and a simple majority of members have signified their agreement to the resolution by signing a copy of it or in another authenticated document which has been received at the registered office of the Foundation within the period of 28 days beginning with the circulation date.
- (2) A special resolution in writing agreed by a 75% majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that a copy of the proposed resolution has been sent to every member entitled to vote on it and a majority of not

less than 75% of members have signified their agreement to the resolution by signing a copy of it or in another authenticated document which has been received at the registered office of the Foundation within the period of 28 days beginning with the circulation date.

- (3) Any resolution in writing may comprise several copies each signed by or on behalf of one or more members or to which one or members have signified their agreement.
- (4) In the case of a member which is an organisation, an authorised representative of it may signify its agreement.

Votes of members

21

- (1) Subject to Article 3 and to Article 21(2), at any general meeting of the Foundation, every member, whether an individual or an organisation, shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Foundation.

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

23

- (1) Any organisation which is a member of the Foundation may nominate any person to act as its representative at any meeting of the Foundation.
- (2) The organisation must give written notice to the Foundation of the name of its member representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Foundation. The nominee may continue to represent the organisation until written notice to the contrary is received by the Foundation.
- (3) Any notice given to the Foundation will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Foundation shall not be required to consider whether any nominee has been properly appointed by the organisation.

Directors

24

- (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 36.

25 The number of Directors shall be not fewer than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 26 The first Directors shall be those persons notified to Companies House as the first directors of the Foundation.
- 27 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors

28

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

Retirement

- 29 At each annual general meeting, one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.

30

- (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors

- 31 The Foundation may by ordinary resolution;

- (1) appoint a person who is willing to act to be a Director; and
- (2) determine the rotation in which any additional Directors are to retire.

- 32 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (1) he or she is recommended for election by the Directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Foundation is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;

- (b) states the member's intention to propose the appointment of a person as a Director;
- (c) contains the details that, if the person were to be appointed, the Foundation 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.

33 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 other than a Director who is to retire by rotation.

34

- (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

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

Disqualification and removal of Directors

36 A Director shall cease to hold office if he or she:

- (1) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a member of the Foundation;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the Foundation (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Proceedings of Directors

37

- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The Secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

38

- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

39 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

40

- (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.

41

- (1) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held, provided that-
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and

- (b) a simple majority of the Directors have signified their agreement to the resolution by signing a copy of it or otherwise in an authenticated document which has been received at the Foundation's registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors or to which one or more Directors have signified their agreement.

Delegation

42

- (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - (b) no expenditure may be incurred on behalf of the Foundation except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

43 A Director must declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

Validity of Director's decisions

44

- (1) Subject to Article 44(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;

- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

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

- (2) Article 44(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 44(1), the resolution would have been void, or if the Director has not complied with Article 43.

Seal

- 45 If the Foundation has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes

- 46 The Directors must keep minutes of all:
 - (1) appointments of officers made by the Directors;
 - (2) proceedings at meetings of the Foundation;
 - (3) meetings of the Directors and committees of Directors including,
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.

Accounts

- 47
 - (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - (2) The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- (1) The Directors must comply with the requirements of the Charities Act 2011 with regard to:
 - (d) the transmission of the statements of account to the Commission;
 - (e) the preparation of an annual report and its transmission to the Commission;
 - (f) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Foundation's entry on the Central Register of Charities.

Means of communication to be used

- 49 Subject to the Articles, anything sent or supplied by or to the Foundation under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Foundation.
- 50 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 51 Any notice to be given to or by any person pursuant to the Articles must be:
 - (1) in writing; or
 - (2) given using electronic communications.
- 52
 - (1) The Foundation may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
 - (2) A member who does not register an address with the Foundation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Foundation.
- 53 A member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and of the purposes for which it was called.

54

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

55 The Foundation shall indemnify every Director, Auditor, Reporting Accountant, or other officer of the Foundation against any liability incurred by him or her, but:

- (1) in the case of a Director, only to the extent permitted by section 232 and 234 of the Companies Act 2006; and
- (2) in the case of an Auditor, only to the extent permitted by sections 533 to 536 of the Companies Act 2006.

Rules

56

- (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Foundation.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Foundation (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Foundation in relation to one another, and to the Foundation's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Foundation's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles;

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Foundation in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Foundation.
- (5) The rules or byelaws, shall be binding on all members of the Foundation. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Disputes

- 57 If a dispute arises between members of the Foundation about the validity or propriety of anything done by the members of the Foundation under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first seek in good faith to settle the dispute by mediation before resorting to litigation.