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30/06/2016

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COMPANIES HOUSE

The Toilet Effect Project Ltd
Company No. 10003335

St Christopher's House, St Christopher's Place, London W1U 1NZ

Resolution: 3rd June 2016 - Change of Charitable Objects and Articles of Association

At a board meeting held at 5 30pm on Friday 3rd June 2016 at the company's address above, a resolution was passed to update the objects of the organisation to better reflect the Board's chosen strategy. The new charitable objects are as follows:

The promotion of voluntary sector sanitation provision in any part of the world for the public benefit by providing training and the collection, analysis and online publishing of data to support the provision of affordable, quality, sustainable sanitation in informal settlements.

The Voluntary Sector means charities and voluntary organisations.

Charities are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales.

Voluntary organisations are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities.

Item 3 of the organisation's Memorandum of Association was amended accordingly, so that the Memorandum is now as follows:

Memorandum of Association for The Toilet Effect Project Ltd

Company Number: 10003335

- 1 The name of the company (hereinafter called "the Association") is The Toilet Effect Project.
- 2 The registered office of the Association will be situated in England.
- 3 The promotion of voluntary sector sanitation provision in any part of the world for the public benefit by providing training and the collection, analysis and online publishing of data to support the provision of affordable, quality, sustainable sanitation in informal settlements.

The Voluntary Sector means charities and voluntary organisations.

Charities are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales.

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not permitted by their constitution to make a profit for private distribution Voluntary organisations do not include local government or other statutory authorities

4 In furtherance of the above object but not further or otherwise the Association shall have the following powers -

1)

- (i) procure and provide information,
- (ii) to assist in or make provision for the education and information of local communities,
- (iii) to make provision for or assist in the planning, building, and maintenance of water supply and sanitation systems,
- (iv) to support the introduction, adaptation, development and application of relevant technologies,
- (v) to promote or assist research into matters related to such poverty and suffering and the means of their alleviation and the publication and advocacy of the results,
- (vi) to assist in or make provision for the training of persons for the foregoing purposes,
- (vii) to assist any person financially or otherwise,
- (viii) to contribute monies to any persons, bodies of persons or agencies including foreign governments or other representatives upon terms which will ensure that the moneys are used for the purposes of the Association, and
- (xi) to enter into contractual arrangements with other persons for the foregoing purposes

2) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association,

3) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Association,

4) To take any gift of property, whether subject to any special trust or not, for the object of the Association,

5) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for its primary objects,

6) To publish in any form and in any media, temporary or permanent, any information, research, debate or publicity that the Association may think desirable for the promotion of its objects, whether by sale, donation or otherwise,

7) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association,

8) To borrow and raise money in such manner as the Association may think fit,

9) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property 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 and subject also as hereinafter provided,

10) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association,

11) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Association and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof and to purchase the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Association of any such charitable organisation, institution, society or body

12) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate,

13) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants

14) To act as an executor or trustee or sole executor or trustee in the administration of estates in which the Association is the sole beneficiary or sole residuary legatee under a will or codicil,

15) To provide indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the Association

16) To do all such other lawful things as are incidental or conducive to the attainment of the object

Provided that

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,

(ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

5 The income and property of the Association shall be applied solely towards the promotion of its object as set forth in this memorandum of association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and the income and property of the Association shall be applied solely towards the promotion of its object as set forth in the memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board of Trustees shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association Provided that nothing herein shall prevent any payment in good faith by the Association And further provided that nothing in this document shall prevent any payment in good faith by the Association of any premium in respect of any indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board of Trustees in their capacity as directors of the Association

(a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board of Trustees) for any services rendered to the Association,

(b) of interest on money lent by any member of the Association or of its Board of Trustees at a rate of 2% less than the published base lending rate of a clearing bank to be selected by the Board of Trustees,

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Board of Trustees,

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a

member of the Board of Trustees may be a member holding not more than one hundredth part of the capital of the company,

(e) to any member of its Board of Trustees of out-of-pocket expenses

6 The liability of the members is limited

7 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1

8 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof, such charitable institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable purpose and in this clause "charitable" means charitable in accordance with the law of every part of the United Kingdom

The Board further resolved to update the Articles of Association for the organisation to allow it to better pursue its charitable objects The new Articles are as follows

Articles of Association of The Toilet Effect Project

Company Number: 10003335

1 The company's name is

The Toilet Effect Project (and in this document it is called the 'charity')

Interpretation

2 In the articles

2 1 'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,

2 2 'the articles' means the charity's articles of association,

2 3 'the charity' means the company intended to be regulated by the articles,

- 2 4 'clear days' in relation to the period of a notice means a period excluding
- 2 5 the day when the notice is given or deemed to be given, and
- 2 6 the day for which it is given or on which it is to take effect,
- 2 7 'the Commission' means the Charity Commission for England and Wales,
- 2 8 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,
- 2 9 'the trustees' means the trustees of the charity The trustees are charity trustees as defined by section 177 of the Charities Act 2011,
- 2 10 'document' includes, unless otherwise specified, any document sent or supplied in electronic form,
- 2 11 'electronic form' has the meaning given in section 1168 of the Companies Act 2006,
- 2 12 'the memorandum' means the charity's memorandum of association,
- 2 13 'officers' includes the trustees and the secretary (if any), 'the seal' means the common seal of the charity if it has one,
- 2 14 'secretary' means any person appointed to perform the duties of the secretary of the charity,
- 2 15 'the United Kingdom' means Great Britain and Northern Ireland, and
- 2 16 words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 2 17 Unless the context otherwise requires words or expressions contained in the 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 charity
- 2 18 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

Liability of members

- 3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for
- 3 1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member,
- 3 2 payment of the costs, charges and expenses of winding up, and
- 3 3 adjustment of the rights of the contributories among themselves
- 4 The charity's objects ('Objects') are specifically restricted to the following

- 4 1 To relieve poverty and suffering in any part of the world through the improvement of sanitation and advice on related health matters and to educate the public concerning the nature, causes and effects of such poverty and suffering

Powers

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power
- 5 1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
 - 5 2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - 5 3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011
 - 5 4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land,
 - 5 5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
 - 5 6 to establish or support, financially or otherwise, any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
 - 5 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
 - 5 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
 - 5 9 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article,
 - 5 10 to
 - 5 10 1 deposit or invest funds,
 - 5 10 2 employ a professional fund-manager, and
 - 5 10 3 arrange for the investments or other property of the charity to be held in the name of a nominee,
 - in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
 - 5 10 1 to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011,
 - 5 10 2 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity

Application of income and property

6

6 1 The income and property of the charity shall be applied solely towards the promotion of the Objects

6 2

6 2 1 A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity

6 2 2 A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011

6 2 3 A trustee may receive an indemnity from the charity in the circumstances specified in article 57

6 2 4 A trustee may not receive any other benefit or payment unless it is authorised by article 7

6 3 Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving

6 3 1 a benefit from the charity in the capacity of a beneficiary of the charity,

6 3 2 reasonable and proper remuneration for any goods or services supplied to the charity

Benefits and payments to charity trustees and connected persons

7

General provisions

7 1 No trustee or connected person may

7 1 1 buy any goods or services from the charity on terms preferential to those applicable to members of the public,

7 1 2 sell goods, services, or any interest in land to the charity,

7 1 3 be employed by, or receive any remuneration from, the charity,

7 1 4 receive any other financial benefit from the charity,

unless the payment is permitted by 7 2 of this article, or authorised by the court or the Charity Commission

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 trustees' or connected persons' benefits

7.2.

- 7 2 1 A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way
- 7 2 2 A trustee 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 charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011
- 7 2 3 Subject to sub-clause 7 3 of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person
- 7 2 4 A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate)
- 7 2 5 A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity The amount of the rent and the other terms of the lease must be reasonable and proper The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 7 2 6 A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

Payment for supply of goods only – controls

- 7 3 The charity and its trustees may only rely upon the authority provided by sub-clause 7 2 3 of this article if each of the following conditions is satisfied
 - 7 3 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity
 - 7 3 2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
 - 7 3 3 The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so

7 3 4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity

7 3 5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting

7 3 6 The reason for their decision is recorded by the trustees in the minute book

7 3 7 A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7

7 4 In sub-clauses 7 2 and 7 3 of this article

7 4 1 'charity' includes any company in which the charity

7 4 1 1 holds more than 50% of the shares, or

7 4 1 2 controls more than 50% of the voting rights attached to the shares, or

7 4 1 3 has the right to appoint one or more trustees to the board of the company

7 4 2 'connected person' includes any person within the definition in article 61 'Interpretation'

Declaration of trustees' interests

8 A trustee must declare 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 charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests and conflicts of loyalties

9

9 1 If a conflict of interests 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

9 1 1 the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,

9 1 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

9 1 3 the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

9 2 In this article 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

Members

10

- 10 1 The subscribers to the memorandum are the first members of the charity
- 10 2 Membership is open to other individuals or organisations who
 - 10 2 1 apply to the charity in the form required by the trustees, and
 - 10 2 2 are approved by the trustees
- 10 3
 - 10 3 1 The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
 - 10 3 2 The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - 10 3 3 The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- 10 4 Membership is not transferable
- 10 5 The trustees must keep a register of names and addresses of the members

Classes of membership

11

- 11 1 The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- 11 2 The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership
- 11 3 The rights attached to a class of membership may only be varied if
 - 11 3 1 three-quarters of the members of that class consent in writing to the variation, or
 - 11 3 2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- 11 4 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

Termination of membership

12 Membership is terminated if

- 12 1 the member dies or, if it is an organisation, ceases to exist,
- 12 2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
- 12 3 any sum due from the member to the charity is not paid in full within six months of it falling due,

12 4 the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated A resolution to remove a member from membership may only be passed if

12 4 1 the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed,

12 4 2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General meetings

13

13 1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation

13 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

14 The trustees may call a general meeting at any time

Notice of general meetings

15

15 1 The minimum periods of notice required to hold a general meeting of the charity are

15 1 1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,

15 1 2 fourteen clear days for all other general meetings

15 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, being a majority who together hold not less than 90 percent of the total voting rights

15 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 22

15 4 The notice must be given to all the members and to the trustees and auditors

16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

Proceedings at general meetings

17

17 1 No business shall be transacted at any general meeting unless a quorum is present

17 2 A quorum is

- 17 2 1 three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
- 17 2 2 one tenth of the total membership at the time
- whichever is the greater
- 17 3 The authorised representative of a member organisation shall be counted in the quorum
- 18
- 18 1 If
- 18 1 1 a quorum is not present within half an hour from the time appointed for the meeting, or
- 18 1 2 during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the trustees shall determine
- 18 2 The trustees 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
- 18 3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 19
- 19 1 General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees
- 19 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 trustee nominated by the trustees shall chair the meeting
- 19 3 If there is only one trustee present and willing to act, he or she shall chair the meeting
- 19 4 If no trustee 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
- 20
- 20 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 20 2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 20 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

- 20 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

21

- 21 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

21 1 1 by the person chairing the meeting, or

21 1 2 by at least two members present in person or by proxy and having the right to vote at the meeting, or

21 1 3 by a member or members present 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

21 2

21 2 1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

21 2 2 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded

21 3

21 3 1 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

21 3 2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

21 4

21 4 1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll

21 4 2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

21 5

21 5 1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

21 5 2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

21 5 3 The poll must be taken within thirty days after it has been demanded

21 5 4 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

21 5 5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Written resolutions

22

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

a copy of the proposed resolution has been sent to every eligible member,

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

it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

A resolution in writing may comprise several copies to which one or more members have signified their agreement

In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of members

23 Subject to article 11, every member, whether an individual or an organisation, shall have one vote

24 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

25

25 1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity

25 2 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity

25 3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation

Trustees

26

26 1 A trustee must be a natural person aged 16 years or older

26 2 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 39

27 The minimum number of trustees shall be two and the maximum shall be eight (unless otherwise determined by ordinary resolution)

- 28 The first trustees shall be those persons notified to Companies House as the first trustees of the charity
- 29 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees

Powers of trustees

30

- 30 1 The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- 30 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees
- 30 3 Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees

Retirement of trustees

- 31 At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees. At each subsequent annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire

32

- 32 1 The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 32 2 If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Appointment of trustees

- 33 The charity may by ordinary resolution

- 33 1 appoint a person who is willing to act to be a trustee, and
- 33 2 determine the rotation in which any additional trustees are to retire

- 34 No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless

- 34 1 he or she is recommended for re-election by the trustees, or
- 34 2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
- 34 2 1 is signed by a member entitled to vote at the meeting,
- 34 2 2 states the member's intention to propose the appointment of a person as a trustee,

34 2 3 contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and

34 2 4 is signed by the person who is to be proposed to show his or her willingness to be appointed

35 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 trustee other than a trustee who is to retire by rotation

36

36 1 The trustees may appoint a person who is willing to act to be a trustee

A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation

37 The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees

Disqualification and removal of trustees

38 A trustee shall cease to hold office if he or she

38 1 ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee,

38 2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory reenactment or modification of those provisions),

38 3 ceases to be a member of the charity,

38 4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months,

38 5 resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or

38 6 is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated

Remuneration of trustees

39 The trustees must not be paid any remuneration unless it is authorised by article 7

Proceedings of trustees

40

40 1 The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles

40 2 Any trustee may call a meeting of the trustees

- 40 3 The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee
- 40 4 Questions arising at a meeting shall be decided by a majority of votes
- 40 5 In the case of an equality of votes, the person who is chairing the meeting shall have a casting vote
- 40 6 A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants

41

- 41 1 No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants
- 41 2 The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees
- 41 3 A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote

- 42 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting

43

- 43 1 The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment
- 43 2 If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting
- 43 3 The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees

44

- 44 1 A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held
- 44 2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement

Delegation

45

- 45 1 The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book
- 45 2 The trustees may impose conditions when delegating, including the conditions that
 - 45 2 1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - 45 2 2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees
- 45 3 The trustees may revoke or alter a delegation
- 45 4 All acts and proceedings of any committees must be fully and promptly reported to the trustees

Validity of trustees' decisions

46

- 46 1 Subject to article 46 2, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee
 - 46 1 1 who was disqualified from holding office,
 - 46 1 2 who had previously retired or who had been obliged by the constitution to vacate office,
 - 46 1 3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,if without
 - 46 1 4 the vote of that trustee, and
 - 46 1 5 that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting
- 46 2 Article 46 1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 46 1, the resolution would have been void, or if the trustee has not complied with article 8

Seal

- 46 If the charity has a seal it must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees 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 (if any) or by a second trustee

Minutes

- 47 The trustees must keep minutes of all
 - 47 1 appointments of officers made by the trustees,

- 47 2 proceedings at meetings of the charity,
- 47 3 meetings of the trustees and committees of trustees including
 - 47 3 1 the names of the trustees present at the meeting,
 - 47 3 2 the decisions made at the meetings, and
 - 47 3 3 where appropriate the reasons for the decisions

Accounts

49

- 49 1 The trustees 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
- 49 2 The trustees must keep accounting records as required by the Companies Act

Annual Report and Return and Register of Charities

50

- 50 1 The trustees must comply with the requirements of the Charities Act 2011 with regard to the
 - 50 1 1 transmission of a copy of the statements of account to the Commission,
 - 50 1 2 preparation of an Annual Report and the transmission of a copy of it to the Commission,
 - 50 1 3 preparation of an Annual Return and its transmission to the Commission
- 50 2 The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

Means of communication to be used

51

- 51 1 Subject to the articles, anything sent or supplied by or to the charity 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 charity
- 51 2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being

52 Any notice to be given to or by any person pursuant to the articles

- 52 1 must be in writing, or
- 52 2 must be given in electronic form

53

53 1 The charity may give any notice to a member either

53 1 1 personally, or

53 1 2 by sending it by post in a prepaid envelope addressed to the member at his or her address, or

53 1 3 by leaving it at the address of the member, or

53 1 4 by giving it in electronic form to the member's address

53 1 5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting

53 2 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity

54 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

55

55 1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

55 2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

55 3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

55 3 1 48 hours after the envelope containing it was posted, or

55 3 2 in the case of an electronic form of communication, 48 hours after it was sent

Indemnity

56

56 1 The charity may indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

56 2 In this article a 'relevant trustee' means any trustee or former trustee of the charity

Rules

57

57 1 The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity

57 2 The bye laws may regulate the following matters but are not restricted to them

57 2 1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and

the entrance fees, subscriptions and other fees or payments to be made by members,

57 2 2 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,

57 2 3 the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes,

57 2 4 the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles,

57 2 5 generally, all such matters as are commonly the subject matter of company rules

57 3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws

57 4 The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity

57 5 The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

58 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Dissolution

59

59 1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways

59 1 1 directly for the Objects, or

59 1 2 by transfer to any charity or charities for purposes similar to the Objects, or

59 1 3 to any charity or charities for use for particular purposes that fall within the Objects

59 2 Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred

59 2 1 directly for the Objects, or

59 2 2 by transfer to any charity or charities for purposes similar to the Objects, or

59 2 3 to any charity or charities for use for particular purposes that fall within the Objects

59 3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

Interpretation

60 In articles 7, 9 2 and 46 2 'connected person' means

60 1 a child, parent, grandchild, grandparent, brother or sister of the trustee,

60 2 the spouse or civil partner of the trustee or of any person falling within 60 1 above,

60 3 a person carrying on business in partnership with the trustee or with any person falling within 60 1 or 60 2 above,

60 4 an institution which is controlled –

60 4 1 by the trustee or any connected person falling within 60 1, 60 2 or 60 3 above, or

60 4 2 by two or more persons falling within 60 4 1, when taken together

60 5 a body corporate in which –

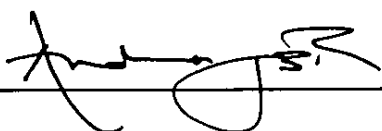
60 5 1 the trustee or any connected person falling within 60 1, 60 2 or 60 3 has a substantial interest, or

60 5 2 two or more persons falling within 60 5 1 who, when taken together, have a substantial interest

60 5 3 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article

Signed,

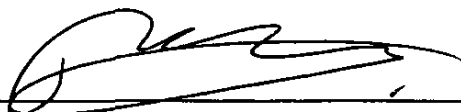
Andrew Riley, Chair of Trustees, of 1 Eastcott Close, London KT2 7LD

Signed  Date 03/06/16

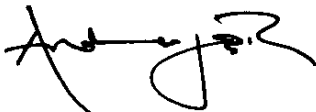
Adam James, Trustee and Secretary, of 42 Halyards Court, Durham Wharf Drive, Brentford TW8 8FB

Signed  Date 03/06/16

Thomas Symes, Trustee, of 79 Lawn Road, London NW3 2XB

Signed  Date 03/06/16

Finally, the Board resolved that the updated governing documents would immediately be submitted to Companies House and to the Charity Commission to assist with the on going application to register the organisation as a charity



Andrew Riley
Director/Trustee



Thomas Symes
Director/Trustee



Adam Paul James
Director/Trustee

Dated 3rd June 2016