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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE
EXEMPT UNDER SECTION 60**

Company Number **10434926**

The Registrar of Companies for England and Wales, hereby certifies that

SINAI PARK HOUSE TRUST

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **19th October 2016**



* N10434926G *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **18/10/2016**

X5HUEF3L

*Company Name in
full:*

SINAI PARK HOUSE TRUST

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have
a name ending with 'Limited' or permitted alternatives*

Company Type:

Private company limited by guarantee

*Situation of
Registered Office:*

England and Wales

*Proposed Registered
Office Address:*

**SINAI PARK HOUSE SHOBNALL ROAD
BURTON-ON-TRENT
ENGLAND DE14 2BB**

Sic Codes:

85590

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MS JOANNA**

Surname: **BUSSELL**

Service Address: **MINERVA HOUSE 5 MONTAGUE CLOSE
LONDON
UNITED KINGDOM SE1 9BB**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/06/1968** *Nationality:* **BRITISH**

Occupation: **SOLICITOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MS JOANNA BUSSELL**

*Country/State Usually
Resident:* **ENGLAND**

Date of Birth: ****/06/1968** *Nationality:* **BRITISH**

Service Address: **MINERVA HOUSE 5 MONTAGUE CLOSE
LONDON
UNITED KINGDOM
SE1 9BB**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **JOANNA BUSSELL**

Address **MINERVA HOUSE 5 MONTAGUE CLOSE
LONDON
UNITED KINGDOM
SE1 9BB**

Amount Guaranteed **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **IAN WILLIAM SAUNDERS**

Agent's Address: **C/O WILDER COE LTD 233 - 237 OLD MARYLEBONE ROAD
LONDON
ENGLAND
NW1 5QT**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **IAN WILLIAM SAUNDERS**

Agent's Address: **C/O WILDER COE LTD 233 - 237 OLD MARYLEBONE ROAD
LONDON
ENGLAND
NW1 5QT**

COMPANY LIMITED BY GUARANTEE

THE COMPANIES ACT 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

SINAI PARK HOUSE TRUST

Company No: []

Incorporated: []

Minerva House
5 Montague Close
London
SE1 9BB
DX: 156810 London Bridge 6

T 020 7593 5000
F 020 7593 5099
www.wslaw.co.uk

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**Winckworth
Sherwood**

**Solicitors and
Parliamentary Agents**

1.	INTERPRETATION	2
2.	LIABILITY OF MEMBERS	3
3.	OBJECTS	3
4.	POWERS	3
5.	APPLICATION OF INCOME AND PROPERTY	4
6.	BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS	5
7.	DECLARATION OF DIRECTORS' INTERESTS	7
8.	CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES	7
9.	MEMBERS	7
10.	ASSOCIATE MEMBERSHIP	8
11.	GENERAL MEETINGS	8
12.	WRITTEN RESOLUTIONS	8
13.	VOTES FOR MEMBERS	9
14.	DIRECTORS	9
15.	POWERS OF DIRECTORS	9
16.	RETIREMENT OF DIRECTORS	9
17.	APPOINTMENT OF DIRECTORS	10
18.	DISQUALIFICATION AND REMOVAL OF DIRECTORS	11
19.	REMUNERATION OF DIRECTORS	11
20.	PROCEEDINGS OF DIRECTORS	11
21.	DELEGATION	12
22.	VALIDITY OF DIRECTORS' DECISIONS	12
23.	SEAL	13
24.	MINUTES	13
25.	ACCOUNTS	13
26.	ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES	13
27.	MEANS OF COMMUNICATION TO BE USED	14
28.	INDEMNITY	15
29.	RULES	15

30.	DISPUTES	15
31.	DISSOLUTION	16
32.	INTERPRETATION	16

**MEMORANDUM OF ASSOCIATION OF
SINAI PARK HOUSE TRUST**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each Subscriber	Authentication by each Subscriber
JOANNA BUSSELL	

Dated: 18th October 2016

ARTICLES OF ASSOCIATION FOR

SINAI PARK HOUSE TRUST

1. INTERPRETATION

1.1 In the articles:

“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;
“the Articles”	means the charity’s articles of association;
“the Charity”	means the company intended to be regulated by the articles;
“Clear Days”	in relation to the period of a notice means a period excluding: (a) the day when the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take effect;
“the Commission”	means the Charity Commission for England and Wales;
“Companies Acts”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the charity;
“the Directors”	means the directors of the charity. The directors are charity trustees, as defined by Section 177 of the Charities Act 2011;
“Document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“Electronic form”	has the meaning given in Section 1168 of the Companies Act 2006;
“Founder Member”	means a member of the Charity who is the owner of the Site as at the date of incorporation of the Charity;
“Founder Trustee”	means a director of the Charity who is the owner of the Site as at the date of incorporation of the Charity;
“the Memorandum”	means the charity’s memorandum of association;
“Officers”	includes the directors and the secretary (if any);
“the Seal”	means the common seal of the charity if it has one;

“Secretary”	means any person appointed to perform the duties of the secretary of the charity;
“Site”	means the south and west wings of Sinai Park House, Burton on Trent, DE14 2BB
“the United Kingdom”	means Great Britain and Northern Ireland;

- 1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 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.
- 1.4 Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. LIABILITY OF MEMBERS

- 2.1 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:
 - 2.1.1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - 2.1.2 payment of the costs, charges and expenses of winding up; and
 - 2.1.3 adjustment of the rights of the contributories among themselves.

3. OBJECTS

- 3.1 The Charity's objects (“Objects”) are specifically restricted to the following:
 - 3.1.1 The advancement of the education of the public through:
 - 3.1.1.1 the restoration and preservation of the south and west wings of Sinai Park House, Burton-on-Trent, being a building of significant architectural and historic interest; and/or
 - 3.1.1.2 the promotion of traditional skills in the restoration and preservation of the south and west wings of Sinai Park House; and/or
 - 3.1.1.3 the provision of access to the south and west wings of Sinai Park House both during the restoration stage and beyond; and/or
 - 3.1.1.4 such other charitable purposes as the Trustees shall from time to time determine(together the “Objects”).

4. POWERS

- 4.1 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:
- 4.1.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
 - 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
 - 4.1.3 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.
 - 4.1.4 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.
 - 4.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
 - 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity.
 - 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
 - 4.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that article.
 - 4.1.10 to:
 - 4.1.10.1 deposit or invest funds;
 - 4.1.10.2 employ a professional fund manager; and
 - 4.1.10.3 arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
 - 4.1.11 to provide indemnity insurance for the directors, in accordance with, and subject to, the conditions in Section 189 of the Charities Act 2011.
 - 4.1.12 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

5. APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 5.2 A director 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.
- 5.3 A director 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.
- 5.4 A director may receive an indemnity from the charity in the circumstances specified in Article 33.
- 5.5 A director may not receive any other benefit or payment unless it is authorised by Article 6.
- 5.6 Subject to Article 6, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- 5.6.1 a benefit from the charity in the capacity of a beneficiary of the charity;
 - 5.6.2 reasonable and proper remuneration for any goods or services supplied to the charity.

6. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

6.1 General Provisions

No director or connected person may:

- 6.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the charity;
- 6.1.3 be employed by, or receive any remuneration from, the charity;
- 6.1.4 receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause 6.2 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.

6.2 Scope and powers permitting directors' or connected persons' benefits

- 6.2.1 a director 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 directors do not benefit in this way;

- 6.2.2 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 charity where that is permitted in accordance with, and subject to, the condition in Sections 185 and 186 of the Charities Act 2011;
- 6.2.3 subject to sub-clause 6.3 of this Article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person;
- 6.2.4 a director 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);
- 6.2.5 a director or connected person may receive rent for premises let by the director or connected person to the charity. 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;
- 6.2.6 a director 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.

6.3 Payment for supply of goods only - controls

The charity and its directors may only rely upon the authority provided by sub-clause 6.2.3 of this article if each of the following conditions is satisfied:

- 6.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director 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;
- 6.3.2 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;
- 6.3.3 the other directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- 6.3.4 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;
- 6.3.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- 6.3.6 the reason for their decision is recorded by the directors in the minute book;
- 6.3.7 a majority of the directors then in office are not in receipt of remuneration or payments authorised by Article 6.

6.4 In sub-clauses 6.2 and 6.3 of this article:

6.4.1 "Charity" includes any company in which the charity:

6.4.1.1 holds more than 50% of the shares; or

6.4.1.2 controls more than 50% of the voting rights attached to the shares;
or

6.4.1.3 has the right to appoint one or more directors to the board of the company.

6.4.2 "Connected Person" includes any person within the definition in Article 37 "Interpretation".

7. DECLARATION OF DIRECTORS' INTERESTS

A director 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 director must absent himself or herself from any discussions of the charity directors 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).

8. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

8.1 If a conflict of interest arises for a director 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 directors may authorise such a conflict of interests where the following conditions apply:

8.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

8.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

8.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

8.2 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 director or to a connected person.

9. MEMBERS

9.1 The subscribers to the memorandum are the first members of the charity.

9.2 Thereafter only the Founder Members shall be members of the Charity. Membership shall not be open to any person other than the Founder Members.

9.3 Membership is not transferable.

9.4 The directors must keep a register of names and addresses of the members.

10. ASSOCIATE MEMBERSHIP

10.1 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Company for the purposes of the Articles or the Act.

10.2 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members.

11. GENERAL MEETINGS

11.1 The Company need not but may hold an annual general meeting in addition to any other general meeting in every calendar year. If held, the annual general meeting must be specified as such in the notices calling it.

11.2 All general meetings except annual general meetings are called general meetings.

11.3 The Board may call a general meeting whenever they wish, in accordance with the Act. Such a meeting must also be called if not less than five per cent. of the members of the Company request it in accordance with the Act.

12. WRITTEN RESOLUTIONS

12.1 All Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

12.1.1 it must be in Writing;

12.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

12.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

12.1.4 it may consist of two or more documents in identical form Signed by members; and

12.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

12.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

- 12.3 A written resolution passed in accordance with this Article 12 has effect as if passed by the Charity in general meeting.

13. VOTES FOR MEMBERS

- 13.1 Subject to article 10, every member, whether an individual or an organisation, shall have one vote.
- 13.2 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.
- 13.3 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 13.4 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.
- 13.5 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.

14. DIRECTORS

- 14.1 A director must be a natural person aged 16 years or older.
- 14.2 No one may be appointed a director if he or she would be disqualified from acting under the provision of article 39.
- 14.3 The minimum number of directors shall be 3 and the maximum 7 and shall comprise of the Founder Trustees and such other Trustees as appointed pursuant to these Articles.
- 14.4 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 14.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

15. POWERS OF DIRECTORS

- 15.1 The directors 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 Act, the articles or any special resolution.
- 15.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 15.3 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.

16. RETIREMENT OF DIRECTORS

- 16.1 At the fourth annual general meeting all the directors must retire from office unless by the closed of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent 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. If there is only one director he or she must retire.
- 16.2 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.
- 16.3 If a director 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.
- 16.4 The retirement by rotation provisions shall not apply to the Founder Trustees.
- 17. APPOINTMENT OF DIRECTORS**
- 17.1 The charity may by ordinary resolution:
- 17.1.1 appoint a person who is willing to act to be a director; and
 - 17.1.2 determine the rotation in which any additional directors are to retire.
 - 17.1.3 no person other than a director retiring by rotation may be appointed a director at any general meeting unless:
 - 17.1.4 he or she is recommended for re-election by the directors; or
 - 17.1.5 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - 17.1.6 is signed by a member entitled to vote at the meeting;
 - 17.1.7 states the member's intention to propose the appointment of a person as a director;
 - 17.1.8 contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - 17.1.9 is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 17.2 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.
- 17.3 The directors may appoint a person who is willing to act to be a director.
- 17.4 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.
- 17.5 The appointment of a director, whether by the charity 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.

18. DISQUALIFICATION AND REMOVAL OF DIRECTORS

18.1 A director shall cease to hold office if he or she:

- 18.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 18.1.2 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);
- 18.1.3 ceases to be a member of the charity;
- 18.1.4 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 director and may remain so for more than three months;
- 18.1.5 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- 18.1.6 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.

19. REMUNERATION OF DIRECTORS

The directors must not be paid any remuneration unless it is authorised by article [6].

20. PROCEEDINGS OF DIRECTORS

- 20.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 20.2 Any director may call a meeting of the directors.
- 20.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 20.4 Questions arising at a meeting shall be decided by a majority of votes.
- 20.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 20.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 20.7 No decision may be made by a meeting of the directors unless quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 20.8 The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors and must include at least one Founder Trustee.

- 20.9 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.
- 20.10 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.
- 20.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 20.12 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.
- 20.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 20.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 20.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

21. DELEGATION

- 21.1 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.
- 21.2 The directors may impose conditions when delegating, including the conditions that:
- 21.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 21.2.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 21.3 The directors may revoke or alter a delegation.
- 21.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

22. VALIDITY OF DIRECTORS' DECISIONS

- 22.1 Subject to article 27.2, 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:
- 22.1.1 who was disqualified from holding office;
 - 22.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

22.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

22.1.4 the vote of that director; and

22.1.5 that director being counted in the quorum;

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

22.2 Article 27.1 does not permit a director or a connected person 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 27.1, the resolution would have been void, or if the director has not complied with article 6.

23. SEAL

If the charity 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 (if any) or by a second director.

24. MINUTES

24.1 The directors must keep minutes of all:

24.1.1 appointments of officers made by the directors;

24.1.2 proceedings at meetings of the charity;

24.1.3 Meetings of the directors and committees of directors including:

24.1.3.1 the names of the directors present at the meeting;

24.1.3.2 the decision made at the meetings; and

24.1.3.3 where appropriate the reasons for the decisions.

25. ACCOUNTS

25.1 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 following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

25.2 The directors must keep accounting records as required by the Companies Act.

26. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

26.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

26.1.1 transmission of a copy of the statements of account to the Commission;

- 26.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
- 26.1.3 preparation of an Annual Return and its transmission to the Commission.
- 26.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.
- 27. MEANS OF COMMUNICATION TO BE USED**
- 27.1 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.
- 27.2 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.
- 27.3 Any notice to be given to or by any person pursuant to the articles:
 - 27.3.1 must be in writing; or
 - 27.3.2 must be given in electronic form.
- 27.4 The charity may give any notice to a member either:
 - 27.4.1 personally; or
 - 27.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 27.4.3 by leaving it at the address of the member; or
 - 27.4.4 by giving it in electronic form to the member's address;
 - 27.4.5 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.
- 27.5 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.
- 27.6 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 27.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.8 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.

27.9 In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:

27.9.1 48 hours after the envelope containing it was posted; or

27.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

28. INDEMNITY

28.1 The charity shall indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to the charity.

28.2 In this article a “relevant director” means any director or former director of the charity.]

29. RULES

29.1 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 charity.

29.2 The bye laws may regulate the following matters but are not restricted to them:

29.2.1 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;

29.2.2 the conduct of members of the charity in relation to one another, and to the charity’s employees and volunteers;

29.2.3 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;

29.2.4 the procedure at general meetings and meetings of the directors insofar as such procedure is not regulated by the Companies Acts or by the articles;

29.2.5 generally, all such matters as are commonly the subject matter of company rules.

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

29.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

29.5 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.

30. DISPUTES

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.

31. DISSOLUTION

- 31.1 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:
- 31.1.1 directly for the Objects; or
 - 31.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 31.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 31.2 Subject to any such resolution of the members of the charity, the directors 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:
- 31.2.1 directly for the Objects; or
 - 31.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 31.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 31.3 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 directors, the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

32. INTERPRETATION

- 32.1 In these Articles “connected person” means:
- 32.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;
 - 32.1.2 the spouse or civil partner of the director or of any person falling within subclause 37.1.1 above;
 - 32.1.3 a person carrying on business in partnership with the director or with any person falling within subclause 37.1.1 or 37.1.2 above;
 - 32.1.4 an institution which is controlled:
 - 32.1.4.1 by the director or any connected person falling within subclauses 37.1.1, 37.1.2 or 37.1.3 above; or
 - 32.1.4.2 by two or more persons falling within subclause 37.1.4.1, when taken together;
 - 32.1.5 a body corporate which:
 - 32.1.5.1 the director or any connected person falling within subclauses 37.1.1 to 37.1.3 has a substantial interest; or

- 32.1.5.2 two or more persons falling within subclause 37.1.5.1 who, when taken together, have a substantial interest;
- 32.1.5.3 sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.