

**SPECIAL RESOLUTION  
OF  
PHOTOVOICE**

**A PRIVATE COMPANY LIMITED BY GUARANTEE  
(Company No 03938488, Charity No 1096598)**

At an annual general meeting of the Company duly convened and held at Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS on 17 October 2016 at 6:00pm the following resolution was duly passed as a special resolution

THAT the draft articles of association produced to the meeting and, for the purposes of identification, attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

  
-----  
For Reed Smith Corporate Services Limited

Signed ..... dated .. . . . **17 OCT** 2016  
Company secretary



**The Companies Act 2006**  
**Company Limited by Guarantee**  
**Articles of Association**  
**of**  
**PHOTOVOICE**

Adopted by a special resolution of the Charity dated ..... **17 OCT** 2016

**1. Name**

1.1 The name of the company (the "**Charity**") is "PhotoVoice"

**2. Interpretation**

2.1 In these Articles the following terms shall have the following meanings

"**Act**" means the Companies Act 2006,

"**Acts**" means the Companies Acts (as defined in section 2 of the Act) insofar as they apply to the Charity,

"**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,

"**Articles**" means these Articles of Association,

"**Charity**" means PhotoVoice, the company intended to be regulated by these Articles,

"**clear days**" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"**Commission**" means the Charity Commission for England and Wales,

"**Directors**" means the directors of the Charity as defined in the Act and appointed in accordance with these Articles (and "**Director**" shall be construed accordingly) The Directors are charity trustees as defined by Section 97 of the Charities Act 1993,

"**Member**" means a member of the Charity for the purposes of the Act, comprising solely the Directors from time to time in accordance with Article 8.2 but subject to Article 8.6 and 9, and "**Membership**" shall be construed accordingly;

"**Memorandum**" means the Charity's memorandum of association,

"**Officers**" includes the Directors and the Secretary (if appointed);

"**Regulations**" means by-laws of the Directors made or amended in accordance with Article 33,

"**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, and

"**United Kingdom**" means Great Britain and Northern Ireland

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 2.3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, other modes of representing or reproducing words in a visible form and any substitute for writing including electronic communication
- 2.4 The expressions "communication" and "electronic communication" shall have the same respective meanings as in the Electronic Communications Act 2000
- 2.5 Words importing the singular number only shall include the plural number and vice versa.
- 2.6 Words importing any gender shall include any other gender
- 2.7 Words importing persons shall include bodies corporate and unincorporated associations or entities
- 2.8 Unless the context otherwise requires (and subject as otherwise defined in these Articles), any words or expressions contained in these Articles have the same meaning as in the Acts but excluding any statutory modification not in force on the date of adoption of these Articles.
- 2.9 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.
- 2.10 The regulations contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (as amended prior to the adoption of these Articles) shall apply to the Charity save in so far as they are excluded or varied hereby or to the extent inconsistent herewith

### **3. Liability of Members**

- 3.1 The liability of the Members is limited

- 3 2 Every Member of the Charity undertakes, in the event that the Charity is dissolved while he or she is a Member or within twelve months after he or she ceases to be a Member, to contribute such sum not exceeding £10 as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a Member, and of the costs, charges and expenses of winding-up the Charity, and the adjustment of the right of the contributories among themselves.

#### 4. **Objects**

The Charity's objects ("**Objects**") are to advance education and community development in the UK and internationally by (i) training persons of low or no income or otherwise living at the margins of society in photography and other visual media and communication skills, in order to better enable such persons to express themselves and improve their quality of life and thereby also raise public awareness of the issues and experiences they encounter, and also by (ii) advising other charities, groups and institutions carrying out development projects in the use of photography and other visual media to advance the education of and/or to relieve poverty or other hardship suffered by such persons.

#### 5. **Powers**

- 5 1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so, including all such steps as shall from time to time be necessary, in the opinion of the Directors, for the purpose of promoting the Objects. In particular, the Charity has power:

- 5 1 1 to raise funds in any manner from time to time permitted by law. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- 5 1 2 to buy, take on lease or in exchange, hire, build, construct or otherwise acquire any property and to maintain, improve, insure and equip it for use,
- 5 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- 5 1.4 to borrow and raise money by loan 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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- 5 1.5 to enter into swaps and any other derivative transactions whatsoever to hedge the Charity's exposure under any agreements, securities or other instruments whatsoever to which it is a party;

- 5 1.6 to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination (including electronic dissemination) gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise or to make and issue or otherwise show films and video tapes, cassettes, compact discs and other sound recordings or similar media or to procure the broadcasting, televising or the making, issuing and showing of films, video tapes, cassettes, compact discs and other sound recordings or similar media;
- 5 1.7 either with or without security, to give financial assistance by way of loans, donations or subscriptions or otherwise to any charitable association, trust, society or corporation;
- 5 1.8 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 5 1.9 to establish, support, finance or manage any charitable trusts, associations, institutions or organisations (whether incorporated or unincorporated) to carry out the Objects formed for any of the charitable purposes included in the Objects or are directly ancillary thereto;
- 5.1.10 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- 5 1.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5 1.12 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,
- 5 1.13 to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to secretaries, corporate secretaries, clerks, officers, solicitors, bankers, insurance, brokers, stockbrokers, accountants, architects, surveyors, teachers, instructors, advisors, managers and any other person or persons,
- 5 1.14 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants,
- 5 1.15 to create such advisory committees or sub-committees as the Directors see fit;
- 5 1.16 to invest the moneys of the Charity not immediately required for its purposes in or upon any investments, securities or property in any part of the world 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

provided in these Articles and, without prejudice to the generality of the foregoing, also:

- (a) deposit or invest funds,
- (b) employ a professional fund-manager, and
- (c) 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 1.17 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts,

5.1 18 to pay out of the funds and other property of the Charity the costs, charges and expenses of and incidental to the formation, registration and operation of the Charity both as a company and as a charity,

5 1 19 to provide indemnity insurance for the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993; and

5 1.20 to do all such other lawful things as the Directors consider necessary or desirable for the achievement or furtherance of the Objects.

5 2 Nothing in these Articles (and in particular Article 34) shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

## **6. Application of Income and Property**

6 1 The income and property of the Charity, however derived, shall be applied solely towards the promotion of the Objects

6 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.

6 3 In accordance with, and subject to the restrictions and conditions in, section 73F of the Charities Act 1993, a Director may benefit from indemnity insurance cover purchased at the Charity's expense

6 4 A Director shall receive an indemnity from the Charity in the circumstances specified in Article 32

- 6.5 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 receiving
- 6 5 1 a benefit from the Charity in the capacity of a beneficiary of the Charity; or
  - 6 5 2 reasonable and proper remuneration for any goods or services supplied to the Charity, if the arrangements comply with other provisions of this Article 6
- 6.6 No Director or connected person may
- 6 6 1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
  - 6 6 2 sell goods, services, or any interest in land to the Charity;
  - 6 6 3 be employed by, or receive any remuneration from, the Charity;
  - 6 6 4 receive any other financial benefit from the Charity;
- unless
- (a) the arrangement is permitted by Articles 6 7 to 6 13 (inclusive); or
  - (b) the Directors obtain the prior written approval of the Charity Commission (the "**Commission**") and fully comply with any procedures it prescribes.
- 6 7 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 8 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 conditions in, sections 73A to 73C of the Charities Act 1993.
- 6 9 A Director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by such Director or connected person if each of the following conditions is satisfied
- 6 9 1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between
    - (a) the Charity or its Directors (as the case may be), and
    - (b) 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 9.2 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 9 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 9 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 9 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 9.6 The reason for their decision is recorded by the directors in the minute book.
- 6 9 7 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 6 6
- 6 10 A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors
- 6 11 A Director or connected person may receive rent for premises let by the Director or the connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- 6 12 The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993
- 6 13 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 14 In Articles 6 2 to 6 13, the expressions
- 6 14 1 "Charity" shall include any company in which the Charity:
- (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares, or
  - (c) has the right to appoint one or more directors of the board of the company, and



6 14 2 "connected person" means

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director,
- (b) the spouse or civil partner of the director or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Director or with any person falling within paragraph (a) or (b) above,
- (d) an institution which is controlled:
  - (i) by the Director or any connected person falling within paragraph (a), (b), or (c) above, or
  - (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together
- (e) a body corporate in which:
  - (i) the Director or any connected person falling within paragraphs (a) to (c) has a substantial interest, or
  - (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

6 14.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

6 15 If a conflict of interests 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

6.15 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,

6 15 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,

6.15 3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying

In this Article 6 15 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.

## **7. Property subject to trusts**

In the event that the Charity shall take or hold any property which may be subject to a trust, the Charity shall only deal with or invest it in such manner as allowed by law, having regard to such trust.

## **8. Members and Membership**

8.1 The subscribers to the Memorandum are the first Members of the Charity

8.2 Subject to Articles 8.6 and 9, the Directors from time to time shall be the only Members Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member if he or she ceases to be a Director

8.3 Membership is open to persons or organisations who.

8.3.1 apply to the Charity in the form required by the Directors,

8.3.2 are approved by the Directors, and

8.3.3 become Directors of the Charity simultaneously with becoming Members

8.4 The Members of the Charity other than the subscribers to the Memorandum shall either sign a written application or consent to become a Member or sign the register of Members on becoming a Member

8.5 It shall be lawful for any person being a Member of the Charity to guarantee any larger sum than £10 by executing a bond or subscription contract with the Charity to that effect.

8.6 Any Member may withdraw from the Charity by giving one month's notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a Member shall remain liable for and shall pay to the Charity all moneys due from him to the Charity at the time of his ceasing to be a Member or for which he may become liable under the provisions of the Memorandum. Any person who ceases to be a Member by any means shall simultaneously cease to be a Director.

8.7 The sole right of admission to Membership shall be vested in the Directors who may without showing cause refuse to admit any person as a Member if, acting properly and reasonably, they consider it to be in the best interests of the Charity to refuse to admit that person, but nothing in these Articles shall entitle the Directors to discriminate in any way between applicants by reason of disability, race, colour, creed or sex.

8.8 The Secretary must keep a register of names and addresses of the Members

## **9. Termination of Membership**

9.1 Membership is terminated, and the Member in question shall be removed from the register of Members, if

- 9.1.1 the Member dies or, if it is an organisation, ceases to exist,
- 9.1.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members,
- 9.1.3 any sum due from the Member to the Charity is not paid in full within six months of it falling due,
- 9.1.4 the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her Membership is terminated. A resolution to remove a Member from Membership may only be passed if
- (a) the Member has been given at least twenty-one (21) calendar days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
  - (b) 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; and
  - (c) it is duly passed at a meeting of the Directors by a majority consisting of not less than two-thirds of the Directors present at such meeting
- 9.2 In all cases where a person ceases to be a Member, that person shall automatically also cease to be a Director

## **10. General meetings of the Members**

- 10.1 The person elected to chair meetings of the Directors or any two Directors may (and the Secretary shall if requested by either) call a general meeting at any time
- 10.2 The Charity shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next, provided that, so long as the Charity holds its first annual general meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Directors shall appoint
- 10.3 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 10.4 The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on requisition in accordance with the Acts

10 5 Meetings of the Directors shall not be general meetings of the Members unless so specified and called such in accordance with these Articles and the Acts Meetings of the Directors and general meetings of the Members (or vice versa) may take place one after the other on the conclusion of the first

## **11. Notice for meetings of Members**

11 1 The minimum periods of notice required to hold a general meeting of the Charity are:

11 1.1 twenty-one (21) clear days for an annual general meeting and a general meeting called for the passing of a special resolution, and

11.1.2 fourteen (14) clear days for all other general meetings.

11.2 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 per cent of the total voting rights

11 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 2006 Companies Act and Article 13 of these Articles.

11 4 The notice must be given to all the Members and Directors and, if appointed, the Charity's auditors

11 5 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.

## **12. Proceedings and voting at general meetings**

12 1 No business shall be transacted at any general meeting unless a quorum is present

12 2 A quorum is five (5) Members present in person or by proxy and entitled to vote upon the business to be conducted at the general meeting. The authorised representative of any Member organisation shall be counted in the quorum

12 3 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him or her to the Charity have been paid.

12 4 If

12 4 1 a quorum is not present within half an hour from the time appointed for the general meeting, or

12 4 2 during a general meeting a quorum ceases to be present;

the general meeting shall be adjourned to such time and place as the Directors shall determine

- 12.5 The Directors must reconvene the general meeting and must give at least seven (7) clear days' notice to the Members of the reconvened meeting stating the date, time and place of the meeting.
- 12.6 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
- 12.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- 12.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the general meeting a Director nominated by the Members present in person or by proxy at the meeting shall chair the meeting
- 12.9 If there is only one Director present and willing to act, he or she shall chair the general meeting.
- 12.10 The Members present in person or by proxy at a general meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 12.11 The person who is chairing the meeting must decide the date, time and place at which the general meeting is to be reconvened unless those details are specified in the resolution.
- 12.12 No business shall be conducted at a reconvened general meeting unless it could properly have been conducted at the general meeting had the adjournment not taken place
- 12.13 If a general meeting is adjourned by a resolution of the Members for more than seven (7) calendar days, at least seven (7) clear days' notice to the Members shall be given of the reconvened meeting stating the date, time and place of the meeting
- 12.14 Any vote at a general 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:
  - 12.14.1 By the person chairing the meeting, or
  - 12.14.2 By at least two (2) Members present in person or by proxy and having the right to vote at the meeting, or
  - 12.14.3 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
- 12.15 The declaration by the person who is chairing the general meeting of the result of a vote shall be conclusive unless a poll is demanded

- 12.16 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
- 12.17 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
- 12.18 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.
- 12.19 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
- 12.20 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
- 12.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 12.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 12.23 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.
- 12.24 The poll must be taken within thirty (30) calendar days after it has been demanded
- 12.25 If the poll is not taken immediately at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

### **13. Proxies: appointment and voting**

- 13.1 Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Charity
- 13.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- 13.2.1 states the name and address of the Member appointing the proxy;
  - 13.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
  - 13.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine, and

- 13 2 4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 13 3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 13.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 13.5 Unless a proxy notice indicates otherwise, it must be treated as
- 13 5 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 13 5 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 13 6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 13 7 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf
- 13 8 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows
- 13 8.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the general meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the general meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
  - 13 8 2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications.
    - (a) in the notice convening the general meeting, or
    - (b) in any instrument of proxy sent out by the Charity in relation to the general meeting, or
    - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the general meeting,

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

13.9 An appointment of proxy which is not deposited, delivered or received in a manner described in Article 13.8 above shall be invalid

13.10 A vote given by proxy shall be valid even if the authority of the person voting has been determined unless notice of the determination was received by the Charity at

13.10.1 its registered office, or

13.10.2 at such other place at which the instrument of proxy was duly deposited, or

13.10.3 (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received,

before the commencement of the general meeting or adjourned meeting at which the vote is given.

13.11 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

13.12 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

#### **14. Written resolutions**

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 and 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 in an authenticated document (within the meaning of the 2006 Act) which has been received at the registered office within the period of 28 calendar 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

#### **15. Votes of Members**

15.1 Every Member, whether an individual or an organisation, shall have one vote

15.2 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity



15 3 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.

15 4 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.

## **16. Eligibility for Directorship**

16.1 A Director must be a natural person aged 18 years or older or an organisation with separate legal personality.

16.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 23.

16 3 Until otherwise determined by a general meeting the number of Directors shall not be less than three (3), except for the period from the date of incorporation of the Charity until the date falling six months thereafter when the number of Directors shall not be less than two (2). The Directors may fix and from time to time vary a maximum number of Directors.

16 4 No one shall be entitled to act as a Director whether on appointment or on any re-appointment as Director until he or she has expressly acknowledged, in whatever way the Directors decide, his or her acceptance of the office of Director of the Charity.

16 5 No one shall be entitled to act as a Director unless that person is also admitted as a Member.

16 6 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

## **17. Appointment and Retirement of Directors**

17.1 At every annual general meeting occurring after a period of three years from the date of incorporation of the Charity, a minimum (subject to Article 17 4 below) of one-third of the Directors shall retire from office, save that if their number is not three or any multiple of three then the minimum number required to retire shall be the number nearest to and less than one-third, and unless by the close of the meeting the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors.

17 2 The Directors to retire shall be those (subject to Article 17 4 below) of the Directors who have been longest in office since they were last appointed or elected, but, as between persons who were last appointed or elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 17 3 No Director will be required to retire unless they have served a minimum of three years in office and the minimum number of Directors required to retire under Article 17 2 shall be reduced accordingly A Director who would not otherwise be required to retire shall retire if he has held office with the Charity for a continuous period of six years or more at the date of the meeting.
- 17 4 The Directors to retire by rotation on each occasion (both as to number and identity) shall be determined by the composition of the board at start of business on the date of the notice convening the annual general meeting and no Director shall be required to retire by rotation or be relieved from retiring by rotation by reason of any change in the number or identity of the Directors after that time on the date of the notice but before the close of the meeting.
- 17 5 A Director who retires (whether by rotation or otherwise) at an annual general meeting shall retain office until the end of the meeting or (if earlier) when a resolution is passed to elect someone in his place and may, if willing to continue to act, be elected or re-elected immediately or at any subsequent annual general meeting
- 17 6 The Directors shall have power, at any time and from time to time, to appoint any person to be a Director to fill a casual vacancy.
- 17 7 Any Director appointed to a casual vacancy shall hold office only until the next following annual general meeting and shall be eligible for re-election at such meeting
- 17 8 The Charity may in accordance with and subject to the provisions of the Acts by ordinary resolution of which at least 28 clear days' notice has been given to the Directors remove any Director before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Charity and such Director) and appoint another person in place of a Director so removed from office.
- 17 9 In selecting individuals for appointment as Directors, the Members and Directors must have regard to the skills, knowledge and experience needed for the effective administration of the Charity In each case to the extent possible and practicable in the circumstances, the Directors as a whole shall be as widely representative as possible of the community in which the Charity operates, and may include representatives from other organisations considered by the Directors to be of benefit to the Charity
- 17 10 The Directors must keep a record of the name and address and the dates of appointment, re-appointment and retirement of each Director
- 17 11 The Directors must make available to each new Director, on his or her first appointment
- 17 11 1 a copy of the Memorandum and these Articles and any amendments made to them, and
- 17 11 2 a copy of the Charity's latest report and statement of accounts

17.12 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

17.13 The Initial Directors shall be those persons notified to Companies House as the first directors of the Charity.

## **18. Powers and Duties of the Directors**

18.1 The business of the Charity shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Charity, and may exercise all such powers of the Charity as are not, by the Acts or by these Articles, required to be exercised by the Charity in general meeting, subject only to the provisions of the Acts or these Articles and to such regulations (if any), being not inconsistent with those provisions, as may be prescribed by the Charity in general meeting

18.2 No alteration of the Memorandum or these Articles, any resolution passed or regulation made by the Charity in general meeting shall have retrospective effect to invalidate any prior act of the Directors

18.3 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

18.4 The Directors may delegate any of their powers to committees or sub-committees consisting of such Directors as the Directors think fit, any committee or sub-committee so formed shall in the exercise of the powers delegated to it conform to any Regulations that may be imposed on it by the Directors All acts and proceedings of each such committee or sub-committee should be reported back to the Directors as soon as possible

18.5 The meetings and proceedings of any such committee or sub-committee as is referred to in Article 18 4 above shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded or amended by any Regulations

18 6 The Directors may, on such terms as to remuneration and other matters as they may determine, delegate the following powers to persons or bodies not being or including any of the Directors:

18.6.1 the power to carry out any decision taken by the Directors,

18.6.2 powers relating to the investment of the assets of the Charity

18.7 The Directors must exercise their powers jointly at properly convened meetings except where they have.

18.7.1 delegated the exercise of the powers (either under this provision or under any statutory provision), or

18 7.2 made some other arrangements by Regulations under Article 33.

18 8 The Directors must consider from time to time whether the powers or functions which they have delegated should continue to be delegated

18 9 All delegations under this Article 18 may be revoked by the Directors at any time.

**19. Directors' remuneration.**

The Directors must not be paid any remuneration except to the extent authorised by clause 5 of the Memorandum

**20. Proceedings of Directors**

20 1 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.

20.2 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit

20 3 Questions arising at any meeting shall be decided by a majority of votes In the case of an equality of votes the chairperson shall have a second or casting vote

20.4 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

20 5 The Directors shall be deemed to meet together it, being in separate locations, they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is

20.6 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made "Present" includes being present by conference telephone or other communication equipment which allows those participating to hear and speak to each other

20 7 Save as otherwise provided in these Articles the quorum necessary for the transaction of the business of the Directors shall be three (3) or such greater number as the Directors shall from time to time determine

20 8 A Director shall not be counted in the quorum present when any decision is made about a matter on which that Director is not entitled to vote

20 9 The Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the Directors or Director may act for the purpose of

increasing the number of Directors to that number, or of summoning a general meeting of the Charity, but for no other purpose.

- 20.10 The Directors may elect a chairperson of their meetings and, subject to Article 24.2, determine the period for which he is to hold office
- 20.11 If no chairperson is elected, or if the person appointed is unwilling to preside, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting
- 20.12 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.
- 20.13 A resolution in writing or in electronic form agreed by a simple majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that
- 20.13 1 a copy of the resolution is sent or submitted to all the Directors eligible to vote, and
- 20.13 2 a simple majority of Directors or members of such committee have signified their agreement to the resolution in writing (including by electronic means) in an authenticated document or documents which are received at the registered office within the period of 28 calendar days beginning with the circulation date
- 20.14 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 in writing (including by electronic means)

## **21. Secretary**

- 21.1 Subject to the provisions of the Acts the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with clause 5 of the Memorandum as they may think fit, and any Secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting
- 21.2 A provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done or to the same person acting both as Director and as, or in place of, the Secretary

## 22. Interests

22 1 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 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)

22 2 All acts done by any meeting of the Directors or of a committee, shall notwithstanding that it is discovered afterwards that there was some defect in the appointment of any such Directors or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of a committee or sub-committee.

22 3 Subject to Article 22.4 below, all acts done *bona fide* by a meeting of Directors, or of a committee or sub-committee of the Directors, or by any person acting as a Director or as a member of a committee or sub-committee, shall be valid notwithstanding the participation in any vote of any person

22 3 1 who was disqualified from holding office (or, as the case may be, ineligible to hold a position on the committee concerned), or

22 3 2 who had previously retired or who had been obliged by the Memorandum or these Articles or by Regulations to vacate office (or, as the case may be, his or her position on the committee concerned), or

22 3.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without

22 3 4 the vote of that person, and

22 3 5 that person being counted in the quorum,

the decision has been made by a majority of the persons eligible to vote at a quorate meeting

22 4 Article 22 3 above does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for that Article, the resolution would have been void, or if the Director has not complied with Article 22 1

## 23. Disqualification of Directors

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

- 23.1 ceases to be a Director by virtue of any provision of the Acts or is prohibited by law from being a director,
- 23.2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 23.3 ceases to be a Member,
- 23.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 23.5 resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- 23.6 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.

#### **24. Chairman and other officeholders**

24.1 The Directors may elect

24.1.1 one of their number to be chairman,

24.1.2 one of their number to be vice-chairman,

24.1.3 one of their number to be treasurer, and

24.1.4 one of their number or any other person to be Secretary,

provided always that the same person may not hold more than one of the above offices

24.2 The persons so elected to the offices of chairman and treasurer as described in Articles 24.1.1 and 24.1.3 shall hold office for a period of three years, after which such persons shall be eligible for re-election for one further three-year term. No Director holding the office of chairman or treasurer shall serve for more than six consecutive years from the original date of appointment.

#### **25. Honorary officers**

25.1 The Directors may from time to time appoint a person (not being an existing Director) to the post of honorary patron, founder/advisor, special advisor or any other descriptive designation or title (not including the word "director") that the Directors may decide, and the Directors may remove any such person from such post or terminate the use of any such designation or title at any time at their absolute discretion

25.2 Any person so appointed shall not by virtue only of such appointment become a Director or Member nor shall he or she have any power or authority whatsoever to bind a Director or the Charity. However, for so long as he or she holds such position he or she may be

invited to attend meetings of the Directors, in which case he or she shall have the right to speak (but not vote) at any such meetings

**26. 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

**27. Minutes**

The Directors must cause minutes to be kept of all:

27.1 appointments of Officers and honorary officers made by the Directors,

27.2 proceedings at meetings of the Charity,

27.3 meetings of the Directors and committees or sub-committees of Directors including

27.3.1 the names of the Directors or committee or sub-committee members present at the meeting,

27.3.2 the decisions made at the meetings, and

27.3.3 where appropriate, the reasons for the decisions

**28. Accounts**

28.1 The Directors must prepare for each financial year accounts as required by the 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

28.2 The Directors must keep accounting records as required by the Acts.

28.3 The accounting records shall be kept at the Charity's registered office or, subject to the provisions of the Acts, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors

**29. Annual Report and Annual Return and Register of Charities**

29.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to the

29.1.1 transmission of the statements of account of the Charity;

29.1.2 preparation of an annual report and its transmission to the Commission,



29 1 3 preparation of an annual return and its transmission to the Commission

29 2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **30. Bank Account**

30 1 Any bank or building society account in which any of the funds of the Charity are deposited must be operated by the Directors and held in the name of the Charity.

30 2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such one or more persons as the Directors shall from time to time by resolution determine. In the absence of any such resolution, all cheques and orders for the payment of money from such an account shall be signed by at least two Directors

### **31. Notices**

31.1 A notice may be given by the Charity to any Member, Officer or other person either personally or by sending it by post to his or her registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted

31.2 Any document or notice which, in accordance with these Articles, may be sent by the Charity by electronic communication shall, if so sent, be deemed to be received at the expiration of 24 hours after the time it was sent. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators) that an electronic communication was sent by the Charity shall be conclusive evidence of such sending

31 3 Notice of every general meeting shall be given in any manner authorised in these Articles to every Member and to the Auditors for the time being of the Charity

31 4 If a Member, Officer or other person has no registered address for the giving of notice to him, he shall not be entitled to receive any notice from the Charity

31 5 Where under these Articles or Regulations, a document requires to be signed by a Member, Officer or other person then, if in the form of an electronic communication, to be valid it must incorporate the electronic signature or personal identification details (which may be details previously allocated by the Charity) of that Member, Officer or other person, in such form as the Charity may approve, or be accompanied by such other evidence as the Directors may require to satisfy themselves that the document is genuine. The Charity may designate mechanisms for validating any such document, and any such document not so validated by use of such mechanisms shall be deemed not to have been received by the Charity.

- 31.6 Any Member, Officer or other person may notify the Charity of an address for the purpose of his receiving electronic communications from the Charity, and having done so shall be deemed to have agreed to receive notices and other documents from the Charity by electronic communication of the kind to which the address relates. In addition, if a Member, Officer or other person notifies the Charity of his e-mail address, the Charity may satisfy its obligation to send him any notice or other document by
- 31 6 1 publishing such notice or document on a website, and
- 31 6 2 notifying him by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web-site on which it has been published, the place on the web-site where it may be accessed, how it may be accessed and (if it is a notice relating to a general meeting) stating (i) that the notice concerns a notice of a company meeting served in accordance with the Act, (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an annual or extraordinary general meeting and (iv) such other information as the Act and every other statute for the time being in force concerning companies and affecting the Charity may prescribe
- 31.7 Any amendment or revocation of a notification given to the Charity under this Article 31 shall only take effect if in writing, signed by the Member, Officer or other person and on actual receipt by the Charity thereof.
- 31.8 An electronic communication shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.

## **32. Indemnity**

- 32.1 Subject to the provisions of the Acts but without prejudice to any other indemnity to which any such person may be entitled, the Charity shall indemnify any Director or other Officer or former Officer of the Charity and may, if so resolved by the Directors, indemnify any auditor or reporting accountant of the Charity against all costs, charges, expenses and liabilities incurred by him or her in that capacity to the fullest extent permitted by the Acts
- 32.2 Notwithstanding any other provision of these Articles, a Director shall not be accountable to the Charity or the Members for any benefit provided pursuant to Article 32 1, nor shall any such benefit of itself disqualify a Director from becoming a Director, or forming part of a quorum or voting on any matter.

## **33. General power to make Regulations**

- 33 1 The Directors shall have power from time to time to adopt and make, alter or revoke, by-laws for the regulation of the Charity and otherwise for the furtherance of the purposes for which the Charity is established, provided that such Regulations are not repugnant to or inconsistent with the Memorandum or these Articles

- 33.2 All such Regulations for the time being in force shall be binding upon all Members until they shall cease to have effect as provided or shall be varied or set aside by an ordinary resolution of the Charity. No Member shall be absolved from such Resolutions by reason of his or her not having received a copy of them, or of any alterations or additions to them, or having otherwise no notice of them.
- 33.3 The by-laws may regulate the following matters but are not restricted to them:
- 33.3.1 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,
  - 33.3.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - 33.3.3 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,
  - 33.3.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or the Articles,
  - 33.3.5 generally, all such matters as are commonly the subject matter of company rules.
- 33.4 The Charity in general meeting has the power to alter, add to or repeal the rules or by-laws.
- 33.5 The Directors must adopt such means as they think sufficient to bring the rules and by-laws to the notice of Members and such employees and other agents and officers of the Charity as the Directors consider appropriate.

#### **34. Winding up**

- 34.1 The Members 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:
- 34.1.1 directly for the Objects; or
  - 34.1.2 by transfer to any charity or charities for purposes similar to the Objects, or
  - 34.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 34.2 Subject to any such resolution of the Members, the Directors 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:

34.2.1 directly for the Objects, or

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

34.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

34.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and, if no resolution in accordance with Article 34.1 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