

Company Number: 2542176

The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

BS3 Community Development

Incorporated on 24 September 1990

Articles as altered by Special Resolution 24 November 2017



Bates Wells Braithwaite

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24/11/2018
COMPANIES HOUSE

Companies Acts 1985 and 2006 Company limited by guarantee

As adopted by special resolution dated 24 November 2017

These Articles include the remaining effective provisions of the former memorandum of association

ARTICLES OF ASSOCIATION OF

BS3 COMMUNITY DEVELOPMENT

1. Interpretation

1.1 In these Articles, unless the context indicates another meaning 'the Articles' means the Charity's articles of association:

"Authorised Representative"	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Charity;
"Bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales, Scotland or Northern Ireland which have an effect similar to that of bankruptcy;
"Chairman"	means the Chairman of the Trustees;
"Chairman of the meeting"	means the person in the chair at the meeting in question;
"the Charity"	means the charitable company governed by the Articles;
"Charity Trustees"	has the meaning given in section 177 of the 2011 Act;
"the 2011 Act"	means the Charities Act 2011;
"Clear Day"	means 24 hours from midnight following the relevant event;
"the Commission"	means the Charity Commission for England and Wales;
"Connected Person"	means (a) any spouse or civil partner of a Trustee, and (b) any parent, child, brother, sister, grandparent or grandchild of a Trustee and the spouses or civil partners or

	<p>business partners of any of those categories, and</p> <p>(c) any institution controlled by a Trustee or any parent, child, brother, sister, grandparent or grandchild of a Trustee and the spouses or civil partners (or by any two of such categories acting together), and</p> <p>(d) any corporate body controlled by a Trustee or any parent, child, brother, sister, grandparent or grandchild of a Trustee and the spouses or civil partners (or by any two of such categories acting together),</p> <p>For these purposes a child includes an adopted child or step-child or child living as part of the family of a Trustee</p> <p>For these purposes a person controls</p> <p>(e) an institution if that person is able to secure that the affairs of the institution are conducted in accordance with his wishes,</p> <p>(f) a body corporate if that person is interested in shares or equity capital of that body of a nominal value of more than one-fifth of its total shares or equity capital or is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body</p>
“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;
“Financial Year”¹	means the Charity's financial year;
“Ineligible Person”	means any individual who is employed by the Charity or is the spouse or civil partner or brother or sister (including adoptive and

¹ The model articles for private companies limited by guarantee in schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 322) are excluded from applying to the Charity

	step brother or sister), child (including an adopted or step-child) or parent, step-parent or guardian or grandparent of such an individual;
“Material Benefit”	means a benefit which may not be financial but has a monetary value;
“Member”	has the meaning given in section 112 of the Companies Act 2006;
“Month”	means calendar month;
“Ordinary Resolution”	has the meaning given in section 282 of the Companies Act 2006;
“Secretary”	means the Secretary of the Charity (if there is one);
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006;
“Subsidiary”	has the meaning given in section 1159 of the Companies Act 2006;
“Treasurer”	means the Treasurer of the Charity (if there is one);
“Trustee”	means a director of the Charity, who shall be a director for the purposes of the Companies Act 2006 and a charity trustee of the Charity for the purposes of the 2011 Act;
“Writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
“Year”	means calendar year;

1.2 Unless the context otherwise requires, other words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Charity

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

1.4 Words importing one gender shall include all gender, and the singular includes the plural and vice versa

2. Charitable Purposes

2.1 The charitable purposes of the Charity are:

2.1.1 To promote the benefit of the inhabitants, and those working in or frequenting the neighbourhoods comprising the postal district BS3 (hereinafter called "the area of benefit") without distinction of sex or of political, religious or other opinions by association of the local authorities voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants and those working in or frequenting the area of benefit.

2.1.2 To establish or secure the establishment of community centres and other facilities and to maintain and manage or to co-operate with any local statutory authority in the maintenance and management of such facilities for activities proposed by the Charity and its constituent bodies in furtherance of the Charity's charitable purposes.

2.2 The above purposes are the Charity's charitable purposes for the purposes of the 2011 Act for as long as the Charity is registered as a charity in England and Wales, its purposes may only be altered with the prior consent of the Commission and in accordance with any conditions attached to such consent.

3. Powers of the Charity

The Charity has power to do anything lawful in pursuit of its charitable purposes, subject to any applicable requirement of the 2011 Act or other applicable statutory provision.

4. Limited Liability

The liability of members is limited.

5. Guarantee

Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Charity's debts and liabilities contracted before he ceases to be a members, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6. Restrictions on Application of Property and Distributions

6.1 The income of the Charity shall be applied in promoting its charitable purposes.

6.2 The Charity may not pay dividends or return capital to its members.

6.3 For so long as the Charity is a registered charity, this Article 6 may only be altered with the prior consent of the Commission.

7. Winding Up

7.1 If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the charitable objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of this clause, such institution or institutions to be determined by the members of the Charity at or before the time of the dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

8. Benefits to Members and Trustees

8.1 Members who are not Trustees or connected persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied by them to the Charity.

8.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity.

8.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity.

8.4 Individual members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.

8.5 Save as permitted elsewhere in this Article 8, a Trustee must not receive any other payment of money or other material benefit (whether directly or indirectly) from the Charity except:

8.5.1 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity,

8.5.2 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),

8.5.3 payment to any company in which a Trustee has no more than a 5 per cent shareholding or equity capital interest, and

8.5.4 in exceptional cases, other payments or benefits (but only with the advance written approval of the Commission).

8.6 A Trustee may not be remunerated for the services of Trustee nor be an employee of the Charity.

8.7 A Trustee or a connected person may enter into a contract with the Charity to supply goods or services (other than the services of Trustee) or as an employee of the Charity in return for a payment or other material benefit if:

8.7.1 The Trustees consider the proposed arrangements to be in the Charity's best interests and that the goods or services in question are needed and that the Trustee (or connected person) is the appropriate provider of those services,

- 8.7.2 There is a written agreement between the Charity and the relevant person which contains the maximum amount of the remuneration which may be paid to that person (which must be reasonable in the circumstances) and all other terms that may be required by the 2011 Act at the time the agreement is entered into,
- 8.7.3 Before entering into any such agreement, the Trustees have taken into account any Commission guidance relating to such agreements, and
- 8.7.4 Less than half the Trustees are subject to any such agreement at any time.
- 8.8 For so long as the Charity is a registered charity, this Article 8 may only be altered with the prior consent of the Commission.

9. **Membership**

- 9.1 There must be at least three members at all times.
- 9.2 The Charity must maintain a Register of Members in accordance with company law requirements from time to time. All admissions to membership and all cessations of membership (for whatever reason) shall be recorded in the Register of Members of the Charity in accordance with the requirements of the Companies Act 2006.
- 9.3 Within six months of the date of adoption of these Articles the Trustees shall confirm a list of the current members of the Charity They shall also ensure the Register of Members of the Charity is updated as may be necessary and authorise any other appropriate actions to be taken to deal with the administration of the current membership.
- 9.4 Membership shall be open to any individual aged 16 or over, any organisation that has legal identity of its own and is capable of membership of a company limited by guarantee such as the Charity and to any individual nominated to apply for membership by an organisation that does not have such identity and capability Provided that an individual who is an Ineligible Person may not apply for, or be admitted to, membership and any member who becomes an Ineligible Person automatically ceases to be a member An applicant for membership shall provide the following to the Charity when applying:
- 9.4.1 an application form as required by the Charity from time to time,
- 9.4.2 confirmation that the applicant supports the charitable purposes of the Charity and complies with the criteria for eligibility to apply for membership as stated above,
- 9.4.3 any evidence of identity and date of birth that the Charity may require (in the case of an individual, whether applying on their own behalf or as a person nominated by an organisation not itself eligible to apply in its own right) or the existence of the applicant and its relevant details (in the case of an organisation applying in its own right),
- 9.4.4 an applicant nominated by an organisation not itself eligible for membership shall also provide evidence of that nomination, signed by an officer of the nominating organisation,
- 9.4.5 a membership fee of such sum (if any) as the Trustees decide, to cover such subscription period as may be decided by the Trustees, expiring on a renewal date at the end of that period Any alteration to the rate or the period is to be agreed by the Trustees not less than

three months prior to the Annual General Meeting and reported to that meeting (for information only).

- 9.5 The Trustees may delegate scrutiny of required documents and evidence from applicants for membership, and power to recommend acceptance of applicants, to such persons authorised by them (whether employees of the Charity or volunteers) as they wish. Upon receipt of an affirmative recommendation (if such delegation has occurred) or otherwise after due consideration of the documents and evidence by the Trustees themselves, the Trustees may admit applicants to membership. Provided always that the Trustees may refuse any application if:
- 9.5.1 The applicant is not eligible in accordance with the Articles, or
- 9.5.2 In the reasonable opinion of the Trustees the admittance of the applicant would risk bringing the Charity into disrepute or otherwise not be in the best interests of the Charity.
- 9.6 Notification of the decision regarding an application shall be given to the applicant as soon as practicable, at the latest within two months of the date of receipt of the application. In the event of a refusal, the admission fee shall be returned to the applicant.
- 9.7 The membership fee (if any) set by the Trustees in accordance with article 9.4.5 must be paid by existing members within three months of the renewal date. If a member fails to do so, his membership is automatically terminated on the day after that three month period.
- 9.8 A member may be removed from membership by decision of the Trustees if, in their reasonable opinion, his continued membership would risk bringing the Charity into disrepute or otherwise not be in the best interests of the Charity. The member in question must be given at least 14 days' notice of the proposal, indicating the date of the Trustees' meeting at which the matter is to be considered and the member's right to attend and make representations or submit written representations. The member may choose to attend the relevant Trustees' meeting to make representations, or send written representations, to be received at least seven days prior to the date of the meeting, if he wishes to do so. The Trustees shall consider such representations before making their decision, which shall be final and binding. Written notice of the decision shall be given to the relevant person as soon as practicable after the meeting.
- 9.9 The Trustees may establish different classes of membership, prescribe their respective privileges and duties and set the amounts of any initial subscription and any subsequent annual subscriptions. Provided that any rights of membership relating to the Charity as a company must be in accordance with the Articles.
- 9.10 Membership is terminated if the member concerned:
- 9.10.1 resigns, or
- 9.10.2 fails to pay his membership fee (if any) within the time limit set out in Article 9.7 above, or
- 9.10.3 dies, in the case of an individual, or
- 9.10.4 is wound up, dissolved or otherwise ceases to exist, in the case of an organisation, or

- 9.10.5 in the case of an individual nominated to apply for membership by an organisation not itself capable of membership, that organisation revokes the nomination in writing to the Charity (the membership shall terminate upon receipt of that notification by the Charity), or
- 9.10.6 is more than three months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due), or
- 9.10.7 is removed from membership by resolution of the Trustees in accordance with the Articles.
- 9.11 Members shall be subject to any rules made by the Trustees in respect of the conduct of members and the use of any facilities or services provided by the Charity and shall be subject to any disciplinary provisions of any such rules.
- 9.12 Membership of the Charity is not transferable.

10. General Meetings and Optional Annual General Meeting

- 10.1 All General Meetings of the members, including any Annual General Meeting, are subject to the Articles.
- 10.2 A General Meeting may be called at any time by the Trustees and must be called in accordance with the provisions of the Companies Act 2006 when members so request in accordance with the procedures set out in section 303 of the Companies Act 2006.
- 10.3 Unless otherwise required by the Companies Act 2006, the notice period for any General Meeting is 14 (fourteen) clear days.
- 10.4 The Trustees shall convene in each year a general meeting designated as an Annual General.
- 10.5 The Annual General Meeting will be held at such date, time and place as the Trustees may determine, for such purposes as the Articles require (in particular the retirement and appointment of Trustees) and otherwise as the rules and byelaws may specify (if any) or otherwise for such purposes as the Trustees determine. The business of any Annual General Meeting shall be set out on the notice of the meeting.

11. Quorum at General Meetings

There is a quorum at a general meeting if the number of members present in person or by proxy or, in the case of an organisation, by proxy or by authorised representative is at least 3 (three) or 10 (ten) if the total number of members is 10 or more. A member may be present in person or by proxy if the member is an individual or present by proxy or authorised representative if the member is an organisation.

12. Chairing of General Meetings

The Chairman presides at a general meeting. If the Chairman is unable or unwilling to do so, the Vice Chairman will chair the meeting. If the Vice Chairman is unwilling or unable to do so, a Trustee present may be elected by the members present to take the chair. If no Trustee is present or willing, a member may be elected to do so. The chairman of a general meeting does not have a casting vote.

13. Attendance and Speaking at General Meetings

- 13.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 13.2 A person is able to exercise the right to vote at a general meeting when:
 - 13.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 13.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 13.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 13.4 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 13.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they can exercise their rights to speak and vote at that meeting.

14. Voting at General Meetings

- 14.1 Every member has one vote on each resolution, whatever the voting method.
- 14.2 Members may exercise their voting rights in person or by proxy or, in the case of an organisation that is a member in its own right, through an authorised representative or by proxy (whatever the voting method).
- 14.3 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in mental health, may vote, whatever the voting method, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court.
- 14.4 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Charity have been paid.

15. Poll Votes

- 15.1 A poll on a resolution may be demanded:
 - 15.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 15.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 15.2 A poll may be demanded by:
 - 15.2.1 the chairman of the meeting, or

- 15.2.2 two or more persons having the right to vote on the resolution, or
- 15.2.3 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 15.3 A demand for a poll may be withdrawn if:
 - 15.3.1 the poll has not yet been taken, and
 - 15.3.2 the chairman of the meeting consents to the withdrawal.
- 15.4 Polls must be taken in such manner as the chairman of the meeting directs.
- 16. **Appointment of Proxies and Proxy Notices**
- 16.1 Any member of the Charity entitled to attend a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same rights as the member to speak, vote (whatever the voting method), join in the demand for a poll and otherwise participate in the meeting. A member who chooses to make such an appointment remains entitled to attend, speak, vote and otherwise participate in the meeting if he decides to do so. If the member who appointed the proxy does attend, that proxy no longer has authority to participate in and vote at the meeting.
- 16.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 16.2.1 states the name and address of the member appointing the proxy,
 - 16.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - 16.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and
 - 16.2.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which the proxy notice relates.
- 16.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.4 Proxy notices may, but do not have to, specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 16.5 Unless a proxy notice indicates otherwise, it must be treated as:
 - 16.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting, and
 - 16.5.2 appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

- 16.6 A proxy notice shall be delivered by such date as the Charity may have specified in the notice of the meeting (provided that the date may not be more than 48 hours before the date of the meeting).
- 16.7 A proxy appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the member on whose behalf the proxy was appointed. The revocation is effective if delivered before the start of the meeting or any adjourned meeting to which it relates.
- 16.8 A proxy notice or revocation not executed by the member appointing the proxy must be accompanied by written evidence of the authority of the person who executed it to do so on behalf of the appointing member.
17. **Authorised Representatives**
- 17.1 Any organisation which is a member of the Charity in its own right may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Charity.
18. **Written Resolutions of Members**
- 18.1 A written resolution of the members may be passed in accordance with the Companies Act 2006.
19. **The Trustees**
- 19.1 The minimum number of Trustees is three and the maximum is fifteen.
- 19.2 Every Trustee before appointment must be an individual and aged at least 16. Only current members of the Charity may be appointed to be, or may serve as, Trustees. A candidate for trusteeship must sign a declaration of eligibility and willingness to act as a Trustee before appointment.
- 19.3 The Trustees are subject to retirement by rotation as specified in the Articles.
- 19.4 At each Annual General one-third of the serving Trustees (or the number nearest one third, if an exact third is not possible) shall retire, the Trustees to retire being those who have served longest since their appointment or most recent re-appointment. In the case of equal service, the Trustees to retire shall be selected by lots drawn in advance of the meeting.
- 19.5 A Trustee shall cease to hold office at the Annual General Meeting next following the completion of nine consecutive years as a Trustee. The vacancy created by such cessation of office shall be in addition to the usual one-third retirement of Trustees at that meeting. A Trustee who has completed this maximum period of service may not be re-appointed as a Trustee during a three year period following that cessation of office. However, he may, if the board considers it appropriate, be invited to fulfil some voluntary advisory role for the board during that break period. After completion of the break period and provided the individual is at that time eligible for appointment as a Trustee, the individual could be proposed for appointment as a Trustee.

- 19.6 Subject to the above provisions, any eligible individual may be nominated to the Annual General Meeting for appointment as a Trustee (including re-appointment on retirement) Nominations must be in writing, supported by such evidence as the Trustees may decide regarding eligibility, compliance with the minimum legal age for Trustees as stated above, probity and willingness to act. A nomination must be signed by two current members of the Charity and delivered to the Charity by such date as the Trustees require (being at least two weeks prior to the date of issue of the notice of Annual General Meeting).
- 19.7 In the event that there are more candidates than places available on the board, the places shall be filled by the candidates who receive the greatest number of votes in order of number of votes received, until the places are filled.
- 19.8 Subject to the above provisions, the Trustees may make such arrangements as they consider appropriate to deal with the process of retirements and appointments of Trustees at the Annual General Meeting.
- 19.9 If a vacancy arises on the board during the year, the Trustees may (but do not have to) appoint any member of the Charity as a Trustee to fill that vacancy. Any Trustee so appointed shall serve only until the next following Annual General Meeting and shall retire at that meeting. This retirement shall be in addition to the retirements by rotation at that meeting. The individual may, if eligible, duly nominated and willing to stand, be proposed for appointment to a first full term of office at that meeting. If they do stand and are appointed, the prior partial year of service will be disregarded in relation to the maximum permitted service period.
- 19.10 A Trustee's office automatically terminates if he:
- 19.10.1 is disqualified under company law from acting as a director, or
 - 19.10.2 is otherwise disqualified under charity law from acting as a charity trustee, or
 - 19.10.3 ceases to be a member of the charity, or
 - 19.10.4 is incapable, whether mentally or physically, of managing his or her own affairs, or
 - 19.10.5 is absent without notice from three consecutive meetings of the Trustees and is removed by decision of a majority of the other Trustees, or
 - 19.10.6 reaches the maximum permitted period of service as stated above, or
 - 19.10.7 resigns, or
 - 19.10.8 dies.
- 19.11 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

20. **Powers and Duties of the Trustees**

- 20.1 The Trustees as charity trustees have control of the Charity and its funds and assets and are responsible for the management of the Charity's activities and may exercise all such

powers of the Charity as are not, by the Companies Act 2006 or by the Articles, required to be exercised by the members of the Charity in general meeting or otherwise.

20.2 In the exercise of their powers and in the management of the Charity, the Trustees shall always be mindful that they are charity trustees within the definition of section 177 of the Charities Act 2011 as the persons having the general control and management of the administration of a charity.

20.3 There shall be such financial controls and procedures for the Charity as may be specified by the Trustees from time to time. All transactions on the bank accounts of the Charity shall be authorised in such manner as the bank in question may require and the Trustees may from time to time specify.

20.4 The Trustees may make rules for the Charity, provided that such rules must be consistent with the Articles and the Companies Act 2006.

20.5 Subject to the Articles, the Trustees may delegate any functions and any of the powers which are conferred on them under the Articles or otherwise (but not the office of Trustee) to committees provided that:

20.5.1 committee members may be such persons as the Trustees wish but there must be at least two Trustees on each committee at all times,

20.5.2 a committee must be chaired by a Trustee,

20.5.3 a committee shall not have any expenditure authority unless authorised by the Trustees,

20.5.4 a committee must adhere to any budget set for it by the Trustees and observe any financial controls and procedures the Trustees think fit.

20.6 The Trustees shall authorise the terms of reference of committees and may alter them from time to time.

20.7 The Trustees may specify procedures for committees, otherwise the procedures for the Board of Trustees shall be followed by committees.

20.8 Committees shall report to the Trustees in such manner as the Trustees may require.

21. **Trustees' Decisions and Proceedings**

21.1 Trustees may make decisions by majority vote at a Trustees' meeting or by unanimous written resolution, where each Trustee who would have been eligible to vote on the matter at a meeting has signed one or more copies of such written resolution.

21.2 The Trustees may hold meetings of the Trustees as they determine appropriate. A quorum at a meeting of the Trustees is three serving Trustees or one third of the serving Trustees (whichever is the higher number).

21.3 A Trustee may participate in a Trustees' meeting by electronic communication provided that:

- 21.3.1 the Trustees have agreed (for a specific meeting or for meetings of the Trustees in general), and
- 21.3.2 all Trustees participating in the meeting can communicate to the others any information or opinions they have on any items of business and can vote and their vote be known and recorded, and
- 21.3.3 any other rules for such participation made by the Trustees are observed.
- 21.4 The Chairman or (if the Chairman is unable or unwilling to do so) the Vice Chairman shall chair board meetings. If neither the Chairman nor the Vice Chairman is available some other Trustee chosen by the Trustees shall chair the meeting. The chairman of the meeting at a meeting of Trustees does have a casting vote. This shall not apply if he is not eligible to count in the quorum or to vote on that matter for any reason.
- 21.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 21.6 Every Trustee has one vote on each issue (subject to the articles regarding a casting vote of the chairman of the meeting).
- 21.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
22. **Conflicts of Interest**
- 22.1 Trustees shall comply with their duty to declare an interest in a proposed transactions and arrangements in accordance with section 177 of the Companies Act 2006 and the requirements to declare an interest in an existing transaction or arrangement in accordance with section 182 of the Companies Act 2006.
- 22.2 The Trustees shall declare matters of material personal interest of which they are aware that are relevant to the business of any Trustees' meeting at or before the start of the meeting. Any interested Trustee shall be counted in the quorum and may vote unless the interest gives rise to a conflict between his personal interest and the interests of the Charity, in which case he must withdraw from the discussion and any decision. In the event of any doubt as to whether a Trustee should withdraw he must do so and the chairman of the meeting shall require that he does so. In the event that the chairman of the meeting has a conflict he shall withdraw and another non-conflicted trustee shall be chosen by the other trustees present to take the chair during his absence. Should the chairman of the meeting refuse to do so, the other trustees may decide by resolution that he must do so.
- 22.3 A Trustee shall not be regarded as having a conflict of interest solely because that Trustee is also a member of the Charity or that Trustee or anyone connected to that Trustee is a beneficiary of the charitable activities of the Charity. Such membership or beneficiary status shall not prevent a Trustee from taking part in any Trustees' meeting unless a matter specific to him or a person connected to him is being discussed or decided, in which case he must withdraw from the discussion and any decision.

22.4 In the event of any doubt as to whether a Trustee should withdraw, he must do so and the chairman of the meeting shall require that he does so.

23. **Officers**

23.1 The Trustees shall appoint the officers, being the Chairman, Vice Chairman and Treasurer, at the first meeting of the board following each Annual General Meeting. The Chairman and Vice Chairman must be selected from amongst the serving Trustees but the Treasurer may be such person as the Trustees wish (whether or not that person is a serving Trustee). They shall hold office for one year until the board meeting following the next Annual General Meeting (in the case of the Chairman and Vice Chairman, provided they remain Trustees).

23.2 The duties and responsibilities of the officers are as set out in the Articles and otherwise as specified by the board from time to time. The board shall approve a role description for each office and may vary those from time to time.

23.3 Officers may not be remunerated in any way, nor may an employee of the Charity serve as an officer.

23.4 A person may not serve more than eight consecutive terms in any of the offices.

23.5 If a Chairman or Vice Chairman ceases to be a Trustee they shall cease to hold office.

23.6 A serving Chairman or Vice Chairman may resign from office whilst remaining a Trustee.

23.7 Any vacancy arising amongst the officers during the year may be filled by the Trustees, for the remainder of the term.

23.8 If a Treasurer becomes disqualified by law from being eligible to serve as a charity trustee or company director, or is adjudicated bankrupt or, in the opinion of the Trustees, is otherwise not a suitable person to be the treasurer of a charity, the board may remove the Treasurer from office immediately. In that case the board may appoint a successor for the remainder of the term.

23.9 The Trustees shall determine how the legal administration of the Charity is to be dealt with, including compliance with charity law and company law public reporting obligations and the keeping of statutory registers and required records. They may (but do not have to) appoint a Secretary to assist in relation to these and other matters as the board considers appropriate. If a Trustee is appointed as Secretary, that person may not be remunerated in any way nor may they be employed by the Charity. If a Secretary is appointed the board shall determine the terms of the appointment (including whether there should be any remuneration and if so the relevant sum, if the appointee is not a Trustee) and shall specify the duties and responsibilities of the Secretary. The board shall approve a role description for the Secretary and may vary that from time to time.

24. **Guest Advisory Attendance at Board Meetings**

24.1 The board may, if it thinks fit, invite any individuals who are not Trustees to attend as guests to advise the board on any matter at any board meeting or any part of a board meeting. For the avoidance of doubt, a person so invited shall not:

24.1.1 be considered to be a Trustee by virtue of attending such a meeting,

24.1.2 be entitled to vote on any matter.

25. Records, Accounts and Reports

25.1 The Trustees must comply with the requirements of the Companies Act 2006 and of the 2011 Act as to keeping financial records, the audit or independent examination of accounts (if required by law) and the preparation and submission to the Registrar of Companies and the Commission of:

25.1.1 charity and company annual returns,

25.1.2 annual reports, and

25.1.3 annual statements of account.

25.2 The Trustees must keep proper records of:

25.2.1 all proceedings at general meetings and decisions of the members (including written resolutions,

25.2.2 all proceedings at meetings of the Trustees and all decisions of the Trustees (including written resolutions), and

25.2.3 all proceedings at meetings of committees (including any decisions, if applicable).

25.3 Where applicable, such records shall be kept in accordance with section 355 of the Companies Act 2006.

25.4 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours.

25.5 Copies of the Charity's latest available annual accounts and reports must be supplied on request to any Trustee or member. Copies must also be supplied to any other person who is entitled to request a copy under the Companies Act 2006 or the 2011 Act or any regulations made under that Act.

26. Notices

26.1 Notices under the Articles may be sent by hand, by post or by electronic communication in accordance with the Companies Act 2006.

26.2 The only address at which a member is entitled to receive notices sent by post is an address in the UK recorded in respect of that member in the Register of Members.

26.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:

26.3.1 24 hours after being sent by electronic communication or delivered by hand to the relevant address,

26.3.2 two clear days after being sent by post to that address,

26.3.3 on being handed to the member (or, in the case of an organisation that is a member, its authorised representative) personally.

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

27. **Means of Communication to be Used**

27.1 Subject to the provisions of 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. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Charity to a person by being made available on a website.

27.2 Subject to the provisions of the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

27.3 A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of being sent, and for the specified time to be less than 48 hours.

28. **Company Seal**

28.1 The Trustees shall decide whether the Charity adopts a seal. If it does adopt a seal it may only be used by the authority of the Trustees Unless otherwise decided by the Trustees, when such a seal is affixed to a document, the document must also be signed by at least two authorised persons in the presence of a witness who attests the signature. For the purposes of this Article, an authorised person is:

28.1.1 any Trustee of the Charity, or

28.1.2 the Secretary of the Charity (if any), or

28.1.3 any person authorised by the Trustees for the purpose of signing either a specific document, or documents in general, to which the seal is applied.

29. **No Rights or Members to Inspect Accounts and Other Records**

Except as provided by law or authorised by the Trustees or an ordinary resolution of the members of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or documents merely by virtue of being a member.

30. **Trustees' Indemnity**

30.1 Subject to the next following Article, a relevant Trustee of the Charity or an associated company may be indemnified out of the Charity's assets against:

30.1.1 any liability incurred by that Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company,

- 30.1.2 any liability incurred by that Trustee in connection with the activities of the Charity or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- 30.1.3 any other liability incurred by that Trustee as an officer of the Charity or an associated company.
- 30.2 The Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law.
- 30.3 For the purposes of this Article 30:
 - 30.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 30.3.2 a "relevant Trustee" means any Trustee or former Trustee of the Charity or an associated company.

31. Insurance for Trustees

- 31.1 The Trustees may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Trustee in respect of any relevant loss. In this Article:
 - 31.1.1 a "relevant Trustee" means any Trustee or former Trustee of the Charity or an associated company,
 - 31.1.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Trustee in connection with that Trustee's duties or powers in relation to the Charity, any associated company or any pension fund of the Charity or associated company, and
 - 31.1.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

32. Advisory or Consultative Groups

The Trustees may establish advisory groups or consultative groups for such purposes as the Trustees think fit (provided that no powers of the Trustees may be delegated to such groups and they shall not have power to bind the Charity or incur expenditure on behalf of the Charity).