

**Company number 02121174**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**SPECIAL RESOLUTION**

**of**

**AGE UK WILTSHIRE**

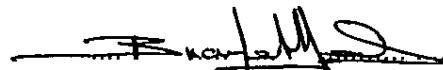
**(the "Company")**

**Passed on 26 November 2014**

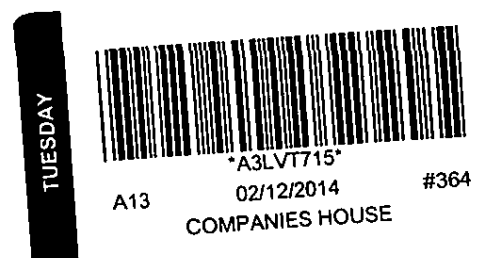
At an annual general meeting of the Company duly convened and held at 10 15am on Wednesday 26 November 2014 at the Town Hall in Devizes, Wiltshire, the following resolution was duly passed as a special resolution

**SPECIAL RESOLUTION**

**THAT** the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Charity in substitution for, and to the exclusion of, the existing articles of association



**Brian Deeley, Company Secretary**



**Company Number 02121174**

***The Companies Act 2006***

***Company Limited by Guarantee and not having a Share Capital***

**Articles of Association**

**of**

**Age UK Wiltshire**

**1 Definitions**

1 1 In these Articles, if not inconsistent with the subject or context

**"the Act"** means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force

**"address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number, in each case registered with the Charity

**"the Board"** means the Board of Trustees of the Charity which has the general control and management of the administration of the Charity and forms the body of Trustees as defined in the Charities Act 1993

**"the Charity"** means the above-named company

**"clear days"** means, in relation to the period of a notice means a period excluding (a) the day when the notice is given or deemed to be given, and (b) the day for which it is given or on which it is to take effect

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form

**"electronic form"** has the meaning given in section 1168 of the Act

**"month"** means calendar month

**"Trustee"** means a director of the Charity, being also a charity trustee as defined by section 177 of the Charities Act 2011

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

**'in writing'** means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form, including electronic form

1 2 Words importing the singular only shall include the plural, and vice versa,

1 3 Words importing the feminine only shall include the masculine, and vice versa,

- 1 4 Words importing persons shall include corporations
- 1 5 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company
- 2 **Membership of the Charity**
- 2 1 Membership of the Charity shall consist of
- (a) the subscribers to the Memorandum of Association,
  - (b) individual persons aged eighteen or over who are interested in furthering the work of the Charity, and
  - (c) one person appointed to be a member of the Charity by those voluntary organisations, departments of central government or of the local statutory authorities, any body corporate or unincorporated association serving or operating in all or part of the area of benefit
- 2 2 Membership shall be open on such terms and conditions as the Charity may from time to time determine in General Meetings, or as determined by the Board subject to review by the Charity at a General Meeting
- 2 3 Organisations or individuals being in sympathy with the object of the Charity may apply to be associate members of the Charity on such terms and conditions as the Board may determine but in any event associate members shall not be entitled to vote at General Meetings of the Charity The Board shall have the right to refuse any application for membership without giving any reason therefore
- 2 3 The Board shall have the right for any good and sufficient reason to terminate the membership of any member or refuse renewal of any existing membership PROVIDED ALWAYS that the member concerned shall have a right to be heard by the Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the Charity
- 2 4 The Charity shall keep a register of members in accordance with the Act, and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member
- 3 **Objects**
- The object for which the Charity is established is to promote the relief of elderly people in any manner, which now or hereafter may be deemed by law to be charitable in and around the county of Wiltshire (hereinafter called "the area of benefit")
- 4 **Activities**
- The Charity has the power to do anything which is calculated to further its objects or is conducive or incidental in doing so In particular, without limitation, the Charity has power

- (a) to encourage, promote and organise direct services appropriate to the needs of individual elderly people or groups of elderly people and if thought fit to make reasonable charges for any services provided hereunder,
- (b) to promote and organise co-operation in the achievement of the above object and to that end to support, join in with and co-operate with other charities, voluntary bodies, statutory authorities and other organisations operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them,
- (c) to establish, support, undertake or execute any charitable trusts, associations or institutions formed for all or any of the objects,
- (d) to promote and carry out, or assist in promoting and carrying out, surveys, investigations and research,
- (e) to provide food, drink and refreshments as appropriate but only for persons participating in the activities of the Charity,
- (f) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and training courses,
- (g) to publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and other material,
- (h) to appoint and constitute such advisory committees as the Board of Trustees (hereafter referred to as "the Board" and as further described in Article 1) may think fit,
- (i) to raise funds and to invite and receive contributions, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,

#### **Property**

- (j) to purchase, take on lease or in exchange hire or otherwise acquire any property and build, improve, maintain and equip any building or buildings which may be necessary for any of the purposes of the Charity,
- (k) to sell, lease or otherwise dispose of all or any part of the Charity's property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or section 36(10) of that Act,

#### **Finance**

- (l) to obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by elderly people in direct furtherance of the object of the Charity, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its object, including the sale of goods produced by elderly people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the object of the Charity, but otherwise the Charity shall not

undertake any substantial permanent trading activities in raising funds for the object of the Charity,

- (m) to borrow money for the purposes of the Charity on such terms and on such security as may be thought fit including mortgaging all or any part of the Charity's property as security for repayment of the money borrowed subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993,
- (n) to operate a bank or building society account or accounts in the name of the Charity,
- (o) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity,

#### **Employment, etc.**

- (a) to engage or employ such persons (whether as employees, consultants, advisers or however) as may be requisite to the promotion of the purposes of the Charity and on such reasonable terms and at such reasonable remuneration as may be thought fit and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants,

#### **Investment**

- (b) to invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property of whatsoever nature and wherever situate as may be thought fit (including, for the avoidance of doubt but without limiting the effect of this power, shares in a private company) to the intent that the Charity shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner, PROVIDED THAT the Board shall seek written professional advice from a person of standing who is authorised to give investment advice under the Financial Services and Markets Act 2000 or other relevant legislation, before exercising such powers unless the Board reasonably concludes it is unnecessary or inappropriate to do so,

#### **Insurance**

- (c) to apply monies in insuring any buildings being the property of the Charity at their full value,
- (d) to insure and arrange insurance cover for and to indemnify the officers servants and voluntary workers of the Charity and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit,

#### **Copyright, etc.**

- (e) to acquire copyrights, trade marks and other rights and privileges for the purposes of the Charity and grant licences conferring the right to use the name of the Charity or such other copyrights, trade marks, rights and

privileges of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitation, and

## **General**

- (f) to do all such other lawful things as shall further the attainment of the above object

## **5 Application of Income and Property**

- 5 1 The income and property of the Charity shall be applied solely towards the promotion of the object and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Charity
- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for any services rendered to the Charity, provided nevertheless that a Trustee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Charity,
- (b) of interest on money lent by any member of the Charity or a Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Board,
- (c) of reasonable and proper rent for property conveyed or let by any member of the Charity or a Trustee,
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee may also be a member holding not more than one hundredth part of the issued capital of such company
- 5 2 No alteration of Articles 3 or 5 5 below or any other alteration within section 64(2)(b) of the Charities Act 1993 shall be made without the prior approval of the Charity Commissioners or the High Court
- 5 3 The liability of the members is limited
- 5 4 All members of the Charity undertake to contribute to the assets of the Charity, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Charity contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound sterling (£1)
- 5 5 If the Charity is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects of this Charity, which prohibits the distribution of its or their income and property to an extent at least as

great as is imposed on this Charity by Clause 5 above, to be chosen by the members of the Charity at or before the time of dissolution in consultation with the Age England Association (or such successor body as may from time to time subsist) and if that cannot be done, then to some other charitable object

## **6 General Meetings**

The Trustees may call a general meeting at any time

## **7 Notice of General Meetings**

7 1 The minimum period of notice required to hold a general meeting of the Charity is 14 clear days

7 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

7 3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and articles 8 13 to 8 24

7 4 The notice must be given to all the members, the Trustees and to any auditor of the Charity

7 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

## **8 Proceedings at General Meetings**

8 1 No business shall be transacted at any general meeting unless a quorum is present. A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

8 2 If

(a) a quorum is not present within half an hour from the time appointed for the meeting, or

(b) during a meeting a quorum ceases to be present,

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

8 3 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

8 4 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

- 8 5 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees
- 8 6 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting
- 8 7 If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 8 8 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 8 9 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 8 10 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 8 11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 8 12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 8 13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded
- (a) by the person chairing the meeting, or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
  - (c) by a member or members 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
- 8 14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 8 15 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
- 8 16 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
- 8 17 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



- 8 18 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
- 8 19 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 8 20 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 8 21 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
- 8 22 The poll must be taken within thirty days after it has been demanded
- 8 23 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 8 24 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

## **9 Content of proxy notices**

- 9 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and
  - (d) 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
- 9 2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 9 3 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
- 9 4 Unless a proxy notice indicates otherwise, it must be treated as
- (a) 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
  - (b) 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

## **10 Delivery of proxy notices**

- 10 1 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

10 2 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

10 3 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

10 4 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 on the appointer's behalf

## **11 Written resolutions**

11 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority or not less than 75 per cent ) 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) a copy of the proposed resolution has been sent to every eligible member,
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75 per cent ) of members has signified its agreement to the resolution, and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

11 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

11 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

## **12 Board of Trustees**

12 1 The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association who shall hold office until the conclusion of the first Annual General Meeting

12 2 The number of the members of the Board shall never be less than three

12 3 After the first Annual General Meeting, the Board shall consist of the Chair of the Charity and seven other Trustees

12 4 A Trustee may be

- (a) appointed by ordinary resolution of the Charity, or
- (b) co-opted by the Board

- 12 5 The persons elected as Chair and to the Board may serve for three years from the date of their election and are eligible for re-election, save that the Chair may serve for a maximum of six consecutive years. Two or three elected members of the Board other than the Chair shall retire and seek re-election each year over a three year cycle
- 12 6 A Trustee may be appointed in accordance with Article 12 4(a), if the Board so determines, by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of members voting on such ballot shall have effect in all respects as if it were an ordinary resolution duly passed at a general meeting duly convened and held
- 12 7 A representative of Age UK Wiltshire and the senior paid employee of the Charity shall have the right to attend, comment, advise and make recommendations but not to vote at meetings of the Board, and also to have access to information and papers relevant to the business of the Board. Any such representative or staff member shall not be considered a Trustee as defined in Article 1
- 12 8 Persons elected as Chair and to the Board need not be members of the Charity at the time of their election but will automatically become members from the time of their election, subject to the provisions of Article 2 4
- 12 9 The Board may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a Trustee as defined in Article 1
- 12 10 Subject to the provisions of these Articles, the Charity may from time to time by ordinary resolution increase the number of members of the Board and may make the appointments necessary for effecting any such increase
13. **Conflicts of interests and conflicts of loyalties**
- 13 1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting, and
  - (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying
- 13 2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person

#### **14 Honorary Officers**

The Honorary Officers of the Charity shall consist of a Chair, elected by the members and such other Honorary Officers (such as a Vice-Chair or Honorary Treasurer) elected by the Board as it from time to time thinks fit from amongst its own members

#### **15 Powers of the Board**

15 1 The business of the Charity shall be managed by the Board subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given

15 2 The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as it thinks fit

15 3 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board

15 4 The member or members for the time being of the Board may act notwithstanding any vacancy in their body, but if the number of members of the Board shall at any time be less than the minimum prescribed by or in accordance with these Articles, they may act as the Board only for the purpose of admitting persons to membership of the Charity, filling vacancies or calling a general meeting

#### **16 Secretary**

16 1 The Secretary shall be appointed by the Board for such time, at such remuneration (if any) and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board. The Board 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

16 2 No member of the Board shall occupy the salaried position of Secretary

#### **17 The Seal**

The common seal of the Charity (if any) shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second member of the Board

#### **18 Disqualification and removal of members of the Board**

The office of a Trustee shall be vacated if that member

- (a) ceases to be a Trustee by virtue of any provision of the Act or becomes prohibited by law from being a director, or
- (b) becomes bankrupt or makes any arrangement or composition with creditors generally, or

- (c) is, or may be, suffering from mental disorder and either
    - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984 (or any statutory re-enactment or modification of these Acts), or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that member's property or affairs, or
  - (d) resigns as a Trustee by notice to the Charity, or
  - (e) fails without reasonable excuse to attend three consecutive meetings of the Board and the Board resolves that the Trustee be removed as a director of the Charity
- 18 2 The Charity may by ordinary resolution remove any Trustee, provided that the removal does not cause the number of Trustees to fall below any number fixed by or in accordance with the Articles as the minimum number of Trustees
- 19 **Proceedings of the Board**
- 19 1 The Board may regulate its proceedings as it thinks fit subject to the provisions of these Articles. It may determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board shall never be less than three Trustees
- 19 2 The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, and financial management, and such other policies as recommended from time to time by the Age England Association (or such successor body as may from time to time subsist)
- 19 3 A Trustee may, and on the request of a Trustee the Secretary shall, call a meeting of the Board by giving notice to all members of the Board, but a Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 19 4 Fourteen days' notice of any meeting of the Board shall be given by the Secretary to all members of the Board save that if any three members of the Board decide that it is necessary to call a meeting of the Board on shorter notice such a meeting may be called on four days' notice
- 19 5 The Chair and Vice-Chair of the Charity shall be the Chair and Vice-Chair of the Board respectively. If at any meeting the Chair (or Vice-Chair) is not present within fifteen minutes after the time appointed for the meeting or is unwilling to preside, the members of the Board present shall choose one of their number to be Chair of the meeting
- 19 6 All members of the Board shall be entitled to vote, and any matters arising shall be determined by a simple majority of those present and voting. In case of an equality of votes the Chair shall have a second or casting vote

- 19 7 The Board may appoint a Finance Committee and such other Special or Standing Committees as it may deem necessary from time to time and shall determine their terms of reference, powers, duration, quorum and membership provided that
- (a) no committee appointed under this Article shall be given power to co-opt more than one-quarter of its total membership
  - (b) no such committee shall have power to spend or commit the assets of the Charity without the prior approval of more than one-half of its members being voting members of the Board
  - (c) the proceedings of all such committees shall be minuted and reported to the meeting next following of the Board
- 19 8 The Board shall ensure that there is effective liaison amongst those appointed to represent the Charity on other bodies, and representatives of other bodies in membership of the Charity In order to achieve such liaison the Board may, if it sees fit, set up a dedicated (Liaison) Sub-Committee under the provisions of Articles 19 7 and 19 9
- 19 9 Regulations may from time to time determine the number of days' notice of the meetings of any such committees In the event that the Regulations make no provision at all for such notice as aforesaid, fourteen days' notice of any committee meetings shall be given by the secretary of the committee to all members of the committee, save that if any four members of the committee decide that it is necessary to call a committee meeting on shorter notice such a meeting may be called on four days' notice
- 19 10 All acts done in good faith by any meeting of the Board or by any committee of the Board, or by any person acting as a Trustee, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuation in office of any such member or person acting as aforesaid, or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and had continued in office and was qualified to be a Trustee and had been entitled to vote
- 19 11 A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board or of such committee (as the case may be) Such resolution in writing may consist of several documents in the like form each signed or authenticated by one or more members of the Board

## 20 **Minutes**

The Board shall cause proper minutes to be made of

- (a) all appointments of officers made by the Board, and
- (b) all proceedings at meetings of the Charity and of the Board and of committees of the Board, including the names of the members of the Board present at such meetings

Any such minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

## **21 Accounts**

- 21 1 The Board shall cause proper accounts to be kept, audited and made available to the members of the Charity in accordance with the provisions of the Act
- 21 2 In addition to the above, the Honorary Treasurer, or the Chair in the absence of the Honorary Treasurer, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Charity's financial position
- 21 3 Bank or building society accounts shall be opened in the name of the Charity on such terms as the Board shall decide. The Board shall decide which of Trustees and staff may sign cheques and/or authorise electronically based payments and/or transfers from bank or building society accounts held in the name of the Charity. Every cheque and schedule of electronic payments and/or transfers in excess of a value predetermined by the Board and as might be amended from time to time by order of the Board must be signed by two authorised persons, one of whom shall be a Trustee
- 21 4 The accounting records and other books or documents of the Charity shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board
- 21 5 No member (other than a Trustee) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting

## **22 Notices**

- 22 1 Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Act 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
- 22 2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being
- 22 3 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given in electronic form
- 22 4 The Charity may give any notice to a member either
- (a) personally, or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or

- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address, or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

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

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

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

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

22.9 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of an electronic form of communication, 48 hours after it was sent.

## 23 Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every member of the Board or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

*M. Heston*

*26 November 14*