

Company Number: 2137427

**THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY GUARANTEE
WRITTEN RESOLUTION
OF
CHINESE ARTS CENTRE (the "Company")**

On *16 February* 2012 the following resolution was duly passed as a special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006

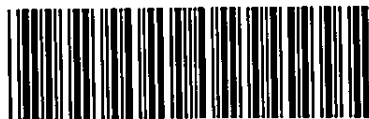
SPECIAL RESOLUTION

That, consent having been given by the Charity Commission to the extent required under section 64 of the Charities Act 1993, the articles of association attached to this written resolution be adopted as the Company's articles of association in substitution for, and to the exclusion of, the existing articles of association of the Company



Director

SATURDAY



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18/02/2012

#267

COMPANIES HOUSE

Company Number: 2137427

ARTICLES OF ASSOCIATION

relating to

CHINESE ARTS CENTRE

(adopted by Special Resolution on 16 February 2012)

Cobbetts LLP
One Colmore Square
Birmingham
B4 6AJ
DX 716703 Birmingham 43
Tel 0845 404 2404
Fax 0845 404 2434

JZZP/PJL/CH980 1

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of

CHINESE ARTS CENTRE

1 The company's name is:

Chinese Arts Centre

(and in this document it is called the "**Charity**")

Interpretation

2 In the articles

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

"articles" means the Charity's articles of association

"charitable" means charitable in accordance with the law of England and Wales

"Charity" means the company intended to be regulated by the articles

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

(a) the day when the notice is given or deemed to be given, and

(b) the day for which it is given or on which it is to take effect

"Commission" means the Charity Commission for England and Wales

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity

"Trustees" means the Trustees of the Charity The Trustees are charity trustees as defined by section 97 of the Charities Act 1993

"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

"Existing Trustees" mean Richard Sobey, Wessie Ling, Jackie McNernery, Howard Rifkin, Peter Mearns, Lewis Biggs and Li Hsia Chan

“memorandum” means the Charity’s memorandum of association

“officers” includes the Trustees and the secretary (if any)

“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

“United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

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

The articles are to be interpreted without reference to the model articles under the Companies Acts and such model articles do not apply to the Charity

Liability of members

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

Objects

- 4 The Charity’s objects (**“Objects”**) are specifically restricted to the following
- (1) To advance the education of the public in all forms of Chinese culture
 - (2) To support such charitable institutions or such charitable purposes as the Charity may determine

Powers

- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the Charity has power
- (1) to organise and promote events of Chinese culture,

- (2) to act as a general organising body for festival and similar cultural activities,
- (3) to be a focal point for individuals and groups interested in the aims of the Charity,
- (4) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations,
- (5) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use and to improve and alter any such property,
- (6) 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,
- (7) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (8) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (9) to open and operate bank accounts and other facilities for banking in the name of the Charity,
- (10) to enter into any funding or other arrangement with any government or any other authority (supreme, municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and/or permits,
- (11) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (12) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- (13) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (14) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article,
- (15) to
 - (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,
- (16) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- (17) to accept any gift or legacy of money, property or other assets whether subject to any special trusts or not,
- (18) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993

Application of income and property

- 6
- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects
 - (2)
 - (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993
 - (c) A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 54
 - (d) A Trustee may not receive any other benefit or payment unless it is authorised by article 7
 - (3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity This does not prevent a member who is not also a Trustee receiving
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity

Benefits and payments to Charity Trustees and connected persons

7 General provisions

- (1) No Trustee or connected person may

- (a) buy goods or services from the Charity on terms preferential to those applicable to other members of the public,
- (b) sell goods or services, or any interest in land to the Charity,
- (c) be employed by, or receive any remuneration from the Charity,
- (d) receive any other financial benefit from the Charity

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

Scope and powers permitting Trustees' or connected persons' benefits

- (2)
 - (a) A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way
 - (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
 - (c) A Trustee 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 Trustees
 - (d) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity The amount of the rent and the other terms of the lease must be reasonable and proper The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
 - (e) A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public
- (3) In sub-clause (2) of this article
 - (a) "Charity" includes any company in which the Charity
 - (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more Trustees to the board of the company,

- (b) "connected person" includes any person within the definition in article 60 "Interpretation"

Declaration of Trustees' interests

- 8 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests and conflicts of loyalties

- 9 (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 interest 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
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person

Members

- 10 (1) The subscribers to the memorandum are the first members of the Charity
- (2) The members shall be the Trustees for the time being of the Charity. A person appointed as a Trustee of the Charity pursuant to the articles shall be deemed to have agreed to become a member of the Charity and on his or her appointment as a Trustee shall become a member and shall be included as such in the register of members
- (3) Membership is not transferable
- (4) The Trustees must keep a register of names and addresses of the members

Termination of membership

11 Membership is terminated if

- (1) the member dies,
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members, or
- (3) the member ceases to be a Trustee of the Charity in which case he shall be deemed to have given written notice of resignation of his membership to the Charity to take effect on the date on which he ceased to be a Trustee

Friends and Patrons

- 12 (1) The Trustees may from time to time provide for the admission of persons as friends of the Charity subject to such conditions, subscriptions, rights and obligations as the Trustees shall determine. A friend shall not be a member of the Charity for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include a right to attend, speak or vote at general meetings of the Charity
- (2) The Trustees may from time to time appoint any person to be a patron of the Charity

General meetings

- 13 The Trustees may call a general meeting at any time

Notice of general meetings

- 14 (1) The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days
 - (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
 - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21
 - (4) The notice must be given to all the members and to the Trustees and auditors
- 15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Proceedings at general meetings

- 16 (1) No business shall be transacted at any general meeting unless a quorum is present

- (2) A quorum is
- (a) Three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - (b) one third of the total membership at the time
- whichever is the greater
- 17 (1) 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
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 18 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 19 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 20 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

- (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
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (b) 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
- (3) (a) 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
 - (b) 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
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members)
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5) A poll must be taken immediately and in such manner as the person chairing the meeting directs

Content of proxy notices

- 21 (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
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (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
- (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

Delivery of Proxy Notices

- 21A
- (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
 - (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
 - (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
 - (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 to execute it on the appointor's behalf

Written resolutions

- 22
- (1) 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) 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%) 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
 - (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of members

- 23
- 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

- 24 (1) Subject to Article 24(2), every member present in person or by proxy shall have one vote on each issue
- (2) On a show of hands, every member present in person shall have one vote On a poll, every member present in person or by proxy shall have one vote

Trustees

- 25 (1) A Trustee must be a natural person aged 16 years or older
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 36
- 26 The minimum number of Trustees shall be five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 27 The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity
- 28 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees

Powers of Trustees

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

Appointment and retirement of Trustees

- 30 The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee
- 31 The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees
- 32 (a) Subject to articles 33 and 34, persons shall be appointed as Trustees at the first meeting of the Trustees in a calendar year and shall hold office from the end of that meeting until the first meeting of the Trustees in the third calendar year following appointment
- (b) The Chair, Vice-Chair, Treasurer (and such other honorary officers as the Trustees shall from time to time think fit) shall be elected from amongst the Trustees at the first meeting of the Trustees in each calendar year and shall hold office from the end of that meeting until the end of the first meeting of the Trustees in the following

calendar year and shall then be eligible for re-election. If an honorary officer ceases to be a Trustee for any reason, he or she shall cease to hold such honorary office and the Trustees may appoint a Trustee to act as such honorary officer until the end of the first meeting of the Trustees in the following calendar year and he shall then be eligible for re-election. If an honorary officer resigns from his honorary office before the end of his term of office, the Trustees may appoint a Trustee to act as such honorary officer until the end of the first meeting of the Trustees in the following calendar year and he shall then be eligible for re-election.

- 33 The Existing Trustees shall hold office set out below
- (a) Richard Sobey, Wessie Ling and Jackie McNerney shall hold office until the first meeting of the Trustees in 2013,
 - (b) Howard Rifkin shall hold office until the first meeting of the Trustees in 2014, and
 - (c) Peter Mearns, Lewis Biggs and Li Hsia Chan shall hold office until the first meeting of the Trustees in 2015
- 34 The Trustees may appoint a person as a Trustee to fill a vacancy at any time SAVE THAT any person appointed other than at the first meeting of the Trustees in the calendar year shall hold office only until the end of first meeting of the Trustees in the calendar year next following his or her appointment but shall be eligible for re-appointment. Any such term of office shall not be taken into account in determining the maximum consecutive term of office for the purpose of article 35
- 35 A Trustee may be re-appointed at the meeting of the Trustees at which his term of office ends SAVE THAT no Trustee may serve for more than two consecutive terms of three years without a gap of at least one calendar year before he or she may be re-appointed. The terms of office of the Existing Trustees as set out in article 33 shall be taken into account in determining the maximum consecutive terms of office for the purpose of this article 35

Disqualification and removal of Trustees

- 36 A Trustee shall cease to hold office if he or she
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
 - (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),
 - (3) ceases to be a member of the Charity,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or

- (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated, or
- (7) fails to declare an interest in accordance with article 8 and the other Trustees resolve that his or her office as Trustee be vacated

Remuneration of Trustees

37 The Trustees must not be paid any remuneration unless it is authorised by article 7

Proceedings of Trustees

- 38
- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles
 - (2) The Trustees shall hold at least three meetings in any twelve month period
 - (3) Any two Trustees may call a meeting of the Trustees
 - (4) The secretary (if any) must call a meeting of the Trustees if requested to do so by at least two Trustees
 - (5) Questions arising at a meeting shall be decided by a majority of votes
 - (6) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
 - (7) If a majority of the Trustees agree, a meeting may be held by suitable electronic means in which each participant may communicate with all the other participants
- 39
- (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants
 - (2) The quorum shall be three or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees
 - (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
- 40
- If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 41
- (1) If the Chair is unwilling to preside at a meeting or is not present within ten minutes after the time appointed for a meeting, the meeting shall be chaired by the Vice-Chair If the Vice-Chair is unwilling to preside at a meeting or is not present within ten

minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting

- (2) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees
- 42
- (1) A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held
 - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement

Delegation

- 43
- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book
 - (2) The Trustees may impose conditions when delegating, including the conditions that
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees
 - (3) The Trustees may revoke or alter a delegation
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees

Validity of Trustees' decisions

- 44
- (1) Subject to article 44(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee
 - (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office,
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,if without
 - (d) the vote of that Trustee, and
 - (e) that Trustee being counted in the quorum,

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

- (2) Article 44(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 44(1), the resolution would have been void, or if the Trustee has not complied with article 8

Seal

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

Minutes

- 46 The Trustees must keep minutes of all
 - (1) appointments of officers made by the Trustees,
 - (2) proceedings at meetings of the Charity,
 - (3) meetings of the Trustees and committees of Trustees including
 - (a) the names of the Trustees present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

- 47 (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The Trustees must keep accounting records as required by the Companies Acts

Annual Report and Return and Register of Charities

- 48 (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to the
 - (a) transmission of a copy of the statements of account to the Commission,
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission,
 - (c) preparation of an Annual Return and its transmission to the Commission

- (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Means of communication to be used

- 49 (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity
- (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
- 50 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
- (2) must be given in electronic form
- 51 (1) 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
- (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
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity
- 52 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
- 53 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

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

Indemnity

- 54 (1) The Charity shall indemnify any relevant Trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- (2) In this article a “**relevant Trustee**” means any Trustee or former Trustee of the Charity

Rules

- 55 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- (2) The bye laws may regulate the following matters but are not restricted to them
 - (a) 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,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) 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,
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- (5) The rules or bye laws shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

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

Amendments/alterations to the articles

- 57 No amendment may be made to the articles without the prior written consent of the Commission where consent is required under section 64 of the Charities Act 1993
- 58 No alteration or addition shall be made to the articles which would have the effect that the Charity would cease to be a charity under the law of England and Wales

Dissolution

- 59 If upon 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 organisation or organisations having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Charity under or by the virtue of article 6, such organisation or organisations to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object with the prior approval of the Commission

Interpretation

- 60 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 44 “**connected person**” means
- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee,
 - (2) the spouse or civil partner of the direct or of any person falling within paragraph (1) above,
 - (3) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (1) or (2) above,
 - (4) an institution which is controlled
 - (a) by the Trustee or any connected person falling within paragraph (1), (2) or (3) above, or
 - (b) by two or more persons falling within sub-paragraph 4(a), when taken together,
 - (5) a body corporate in which

- (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest, or
- (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest,
- (c) 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