Articles of Association for a Charitable Company

The Companies Act 2006
Company Limited by Guarantee

Articles of Association of The Henry Doubleday Research Association

1. The Company's name is the Henry Doubleday Research Association (and in this document it is called "the Charity")

2. **Interpretation**
   - 2.1. In the articles:
     - 2.1.1. "address" means 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;
     - 2.1.2. "the articles" means the charity's articles of association;
     - 2.1.3. "the charity" means the company intended to be regulated by the articles;
     - 2.1.4. "clear days" in relation to the period of a notice means a period excluding:
       - 2.1.4.1. the day when the notice is given
       - 2.1.4.2. the day for which it is given or on which it is to take effect
     - 2.1.5. "the Commission" means the Charity Commission for England and Wales;
     - 2.1.6. "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
     - 2.1.7. "the directors" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
     - 2.1.8. "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
     - 2.1.9. "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
     - 2.1.10. "the memorandum" means the charity's memorandum of association;
     - 2.1.11. "officers" includes the directors and secretary (if any);
     - 2.1.12. "the seal" means the common seal of the charity if it has one;
     - 2.1.13. "secretary" means any person appointed to perform the duties of the secretary of the charity;
     - 2.1.14. "the United Kingdom" means Great Britain and Northern Ireland; and
     - 2.1.15. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
     - 2.1.16. 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.
     - 2.1.17. 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.

3. **Liability of members**
   - 3.1. The liability of the members is limited.
   - 3.2. Every member of the charity promises, if the charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £10) as may be demanded of them towards the payment of

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the debts and liabilities of the charity incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. **Objects**

4.1. **To advance Education and Science for the public benefit by:**

4.1.1. The improvement of scientific and practical Horticulture and Agriculture in all their branches through the application of Organic methods and principles.

4.1.2. Research into and the study of Organic methods and principles of Horticulture and Agriculture and the dissemination of the useful results thereof.

4.1.3. The advancement of awareness and knowledge of Ecosystems and our impact on them by demonstrating the value of Organic methods on a broad education front, both in the United Kingdom and overseas.

4.1.4. The preservation and protection of the Company's property at Ryton Gardens (and/or such other properties as the Company may manage or acquire) and the conservation of wildlife thereon as a centre or centres for scientific research into the practical application of organic methods of agriculture and horticulture and their influence on the wildlife using the property as their natural habitat and to make the same available for inspection and study by members of the public.

4.2. Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008

5. **Powers**

5.1. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has the power:

5.1.1. to raise funds. In doing so, the charity must not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

5.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

5.1.4. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if it wishes to mortgage land;

5.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.1.7. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;

5.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.9. to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it

complies with the conditions in that article;

5.1.9.1. to deposit or invest funds;

5.1.9.2. to employ a professional fund-manager; and

5.1.9.3. to arrange for the investments or other property of the charity to be held in the name of a nominee;

5.1.10. in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.11. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

5.1.12. to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;

6. **Application of income and property**

6.1. The income and property of the charity shall be applied solely towards the promotion of the Objects.

6.2. A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

6.3. A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.4. A director may receive an indemnity from the charity in the circumstances specified in article 36.

6.5. A director may not receive any other benefit or payment unless it is authorised by Article 7.

6.6. 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 director receiving:

6.6.1. a benefit from the charity in the capacity of a beneficiary of the charity;

6.6.2. reasonable and proper remuneration for any goods or services supplied to the charity.

7. **Benefits and payments to charity directors and connected persons**

7.1. No director or connected person may:

7.1.1. buy any goods or services from the charity on terms preferential to those applicable to members of the public;

7.1.2. sell goods or services, or any interest in land to the charity;

7.1.3. be employed by, or receive any remuneration from, the charity;

7.1.4. receive any other financial benefit from the charity;

unless the payment is permitted by article 8; or authorised by the court or the Charity Commission.

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

8. **Scope and powers permitting directors' / connected persons' benefits**

8.1. A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

8.2. A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.

8.3. Subject to sub-clause (9.1) a director or connected person may provide the charity

with goods that are not supplied in connection with services provided to the charity by the director or connected person.

8.4. A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

8.5. A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

8.6. A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

9. **Payment for supply of goods only – controls**

9.1. The charity and its directors may only rely upon the authority provided by sub-clause (8.3) if each of the following conditions is satisfied:

9.1.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.

9.1.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

9.1.3. The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

9.1.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the charity.

9.1.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

9.1.6. The reason for their decision is recorded by the directors in the minute book.

9.1.7. A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

9.2. In sub-clauses 6.1-6.3 of article 6 and sub-clauses of 7.1 of article 7 "charity" shall include any company in which the charity:

9.2.1. holds more than 50% of the shares; or

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

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

9.3. 'Connected person' includes any person within the definition in article 40 'Interpretation'.

10. **Declaration of directors' interests**

10.1. A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act

solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

11. **Conflicts of interests and conflicts of loyalties**

11.1. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

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

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

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

11.2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

12. **Members**

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

12.2. Membership is open to other individuals or organisations who:

12.2.1. apply to the charity in the form required by the directors; and

12.2.2. are approved by the directors;

12.3. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

12.4. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

12.5. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

12.6. Membership is not transferrable.

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

13. **Classes of membership**

13.1. The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

13.2. The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

13.3. The rights attached to a class of membership may only be varied if:

13.3.1. three-quarters of the members voting of that class consent in writing to that variation; or

13.3.2. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

13.4. The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

14. **Termination of membership**

14.1. Membership is terminated if:

14.1.1. the member dies or, if it is an organisation, ceases to exist;

14.1.2. the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

14.1.3. any sum from the member to the charity remains unpaid within six months of it falling due and the charity notifies the member in writing of the termination of their membership;

14.1.4. the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:

14.1.4.1. the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

14.1.4.2. the member, or at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

15. **General Meetings**

15.1. The charity must hold its first annual general meeting within eighteen months after the date of incorporation.

15.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

15.3. The directors may call a general meeting at any time.

16. **Notice of general meetings**

16.1. The minimum periods of notice required to hold a general meeting of the charity are:

16.1.1. twenty-eight clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

16.1.2. fourteen clear days for all other general meetings.

16.2. 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 percent of the total voting rights.

16.3. 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 18.

16.4. The notice must be given to all the members and to the directors and auditors.

16.5. 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.

17. **Proceedings at general meetings**

17.1. No business shall be transacted at any general meeting unless a quorum is present.

17.2. A quorum is:

17.2.1. 50 members or

17.2.2. one-tenth of the total membership at the time;

whichever is the lesser, in each case present in person, by suitable electronic means or by proxy and entitled to vote on the business to be conducted at the meeting;

17.3. The authorised representative of a member organisation shall be counted in the quorum.

17.4. If:

17.4.1. a quorum is not present within half an hour from the time appointed for the meeting; or

17.4.2. during a meeting a quorum ceases to be present;

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

17.5. The directors 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.

17.6. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

17.7. General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

17.8. If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

17.9. If there is only one director present and willing to act, they shall chair the meeting.

17.10. If no director 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.

17.11. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

17.12. 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.

17.13. 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.

17.14. 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.

17.15. 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:

17.15.1. by the person chairing the meeting; or

17.15.2. by at least two members present in person or by proxy and having the right to vote at the meeting.

17.16. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

17.17. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

17.18. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

17.19. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

17.20. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

17.21. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

17.22. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

17.23. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

17.24. The poll must be taken within thirty days after it has been demanded.

17.25. 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.

17.26. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

18. **Content of proxy notices**

18.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which;

18.1.1. states the name and address of the member appointing the proxy;

18.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

18.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

18.1.4. is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

18.2. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

18.3. 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.

18.4. Unless a proxy notice indicates otherwise, it must be treated as –

18.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

18.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

19. **Delivery of proxy notices**

19.1. 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.

19.2. 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.

19.3. 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.

19.4. 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 appointer's behalf.

20. **Written resolutions**

20.1. 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:

20.1.1. a copy of the proposed resolution has been sent to every eligible member;

20.1.2. 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

20.1.3. 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.

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

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

21. **Votes of members**

21.1. Subject to Article 13, for all classes of membership there shall be one vote per membership.
21.2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
21.3. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
21.4. The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
21.5. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that their authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

22. **Directors**
22.1. A director must be a member.
22.2. A director must be a natural person aged 16 years or older
22.3. No one may be appointed a director if they would be disqualified from acting under the provisions of article 26.
22.4. Subject to article 25.6, the number of directors shall not, unless the Company in General Meeting otherwise determines by ordinary resolution, be less than 5 nor exceed 11, including the Chair and Vice Chair.
22.5. The first directors shall be those persons notified to Companies House as the first directors of the charity.
22.6. A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

23. **Powers of directors**
23.1. The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
23.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
23.3. Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

24. **Retirement of directors**
24.1. Each director (including the Chair and any Other Honorary Officer) must retire upon the third annual general meeting following the annual general meeting at which they were elected but subject to article 24.2 below, shall be eligible for re-election.
24.2. No director shall serve for more than nine consecutive annual general meetings, unless the directors consider it would be in the best interests of the charity for a particular director to continue to serve beyond that period and that director is reappointed in accordance with the Articles.
24.3. The Chair and Other Honorary Officers (as appointed) must retire upon the third annual general meeting following the annual general meeting at which they were elected. Any Chair or Other Honorary Officer, shall be eligible for re-appointment, if there is no other nomination for the post and the directors think fit, for a second term of 3 consecutive annual general meetings. A Chair or Other Honorary Officer may serve a maximum of two terms (6 consecutive annual general meetings).
24.4. If a director is required to retire at an annual general meeting by a provision of the

articles the retirement shall take effect upon the conclusion of the meeting.

25. **Appointment of directors**

25.1. Subject to the other provisions of these articles, the charity may by ordinary resolution appoint a person who is willing to be a director.

25.2. No person other than a director retiring as a result of the expiry of their term may be appointed a director at any general meeting unless:

25.2.1. they are recommended for re-election by the directors; or

25.2.2. not less than sixty clear days before the date fixed for the General Meeting, the charity is given a notice that:

25.2.2.1. is signed by a member entitled to vote at the meeting;

25.2.2.2. states the member's intention to propose the appointment of a person as a director;

25.2.2.3. contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

25.2.2.4. is signed by the person who is to be proposed to show their willingness to be appointed.

25.3. All members who are entitled to receive notice of a general meeting must be given not less than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire as a result of the expiry of his term.

25.4. The directors may appoint a person who is willing to be a director.

25.5. A director appointed by a resolution of the other directors must retire at the next annual general meeting.

25.6. Subject to articles 22.1 - 22.3 (inclusive), the directors may co-opt any individual to be a director, subject to the requirements for eligibility in articles 22.1 – 22.3 (inclusive). For the avoidance of doubt, the provisions of article 22.4 will not apply to the directors co-opting any additional directors under this article. This appointment will only be until the next annual general meeting when they will retire or be re-appointed as a director.

25.7. The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

26. **Disqualification and removal of directors**

26.1. A director shall cease to hold office if they:

26.1.1. cease to be a director by virtue of any provision in the Companies acts or are prohibited by law from being a director;

26.1.2. are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

26.1.3. cease to be a member of the charity;

26.1.4. in the written opinion, given to the charity, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a director and managing and administering their own affairs and may remain so for more than three months;

26.1.5. resign as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);

26.1.6. are absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that their office be vacated; or

26.1.7. are removed from office by a resolution of the directors that it is in the best interests of the charity that their office be vacated passed at a

meeting at which at least half of the directors are present. Such a resolution must not be passed unless:

26.1.7.1. the director has been given at least 14 clear days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it will be proposed; and

26.1.7.2. the director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other directors must consider any representations made by the director (or the director's representative) and inform the director of their decision following such consideration. There shall be no right of appeal from a decision of the directors to terminate the directorship of a director.

27. **Remuneration of directors**

27.1. The directors must not be paid any remuneration unless it is authorised by articles 7, 8 and 9.

28. **Proceedings of directors**

28.1. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

28.2. Any director may call a meeting of the directors.

28.3. The secretary (if any) must call a meeting of the directors if requested to do so by any director.

28.4. Questions arising at a meeting shall be decided by a majority of votes.

28.5. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

28.6. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

28.7. No decision may be made by a meeting of the directors unless a quorum is present in person or by suitable electronic means at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

28.8. The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

28.9. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

28.10. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

28.11. The directors shall appoint a director to Chair and other honorary officers to chair their meetings as deemed necessary and may at any time revoke such appointment.

28.12. If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

28.13. The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

28.14. A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of

directors duly convened and held provided that:

28.14.1. a copy of the resolution is sent or submitted to all the directors eligible to vote; and

28.14.2. a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

28.15. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

29. **Delegation**

29.1. The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.

29.2. The directors may impose conditions when delegating, including the conditions that:

29.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;

29.2.2. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

29.3. The directors may revoke or alter a delegation.

29.4. All acts and proceedings of any committees must be fully and promptly reported to the directors.

30. **Validity of directors' decisions**

30.1. Subject to article 30.2, all acts done by a meeting of directors, or a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

30.1.1. who was disqualified from holding office;

30.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

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

if without:

30.1.4. the vote of that director; and

30.1.5. that director being counted in the quorum;

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

30.2. Article 30.1 does not permit a director or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 30.1, the resolution would have been void, or if the director has not complied with article 10.

31. **Seal**

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

32. **Minutes**

32.1. The directors must keep minutes of all:

32.1.1. appointments of officers made by the directors;

32.1.2. proceedings at meetings of the charity;

32.1.3. meetings of the directors and committees of directors including:

32.1.3.1. the names of the directors present at the meeting;

32.1.3.2. the decisions made at the meetings; and
32.1.3.3. where appropriate the reasons for the decisions.

33. **Accounts**

33.1. The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and 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.

33.2. The directors must keep accounting records as required by the Companies Acts.

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

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

34.1.1. transmission of the statements of account to the charity;
34.1.2. preparation of an Annual Report and its transmission to the Commission;
34.1.3. preparation of an Annual Return and its transmission to the Commission.

34.2. The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

35. **Means of communication to be used**

35.1. 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.

35.2. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

35.3. Any notice to be given to or by any person pursuant to the articles:

35.3.1. must be in writing; or
35.3.2. must be given in electronic form.

35.4. The charity may give any notice to a member either:

35.4.1. personally; or
35.4.2. by sending it by post in a prepaid envelope addresses to the member at their address; or
35.4.3. by leaving it at the address of the member; or
35.4.4. by giving it in electronic form to the member's address.

35.5. 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.

35.6. 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.

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

35.8. 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.

35.9. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

35.9.1. 48 hours after the envelope containing it was posted; or
35.9.2. in the case of an electronic form of communication, 48 hours after it was sent.

36. **Indemnity**

36.1. The charity shall indemnify a relevant director 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.

36.2. In this article a "relevant director" means any director or former director of the charity.

36.3. The charity may indemnify an auditor against any liability incurred by him or her or it;

36.3.1. in defending proceedings (whether civil or criminal) in which judgement is given in their favour or they are acquitted; or

36.3.2. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to them by the Court.

37. **Rules**

37.1. The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

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

37.2.1. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

37.2.2. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

37.2.3. the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose;

37.2.4. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

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

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

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

37.5. 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.

38. **Disputes**

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

39. **Dissolution**

39.1. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been for them, shall on or before the dissolution of the charity be applied or transferred in one or more of the following ways:

39.1.1. directly for the Objects; or

39.1.2. by transfer to any charity or charities for purposes similar to the Objects; or

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

39.2. Subject to any resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

39.2.1. directly for the Objects; or

39.2.2. by transfer to any charity or charities for purposes similar to the Objects; or

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

39.3. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 39(39.1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

40. **Interpretation**

40.1. In article 7, sub-clause 11.2 of article 11 and sub-clause 30.2 of article 30 "connected person" means:

40.1.1. a child, parent, grandchild, grandparent, brother or sister of the director;

40.1.2. the spouse or civil partner of the director or of any person falling within paragraph 40.1.1 above;

40.1.3. a person carrying on business in partnership with the director or with any person falling within paragraph 40.1.1 or 40.1.2 above;

40.1.4. an institution which is controlled –

40.1.4.1. by the director or any connected person falling within paragraph 40.1.1, 40.1.2, or 40.1.3 above; or

40.1.4.2. by two or more persons falling within sub-paragraph 40.1.4.1, when taken together;

40.1.5. a corporate body in which –

40.1.5.1. the director or any connected person falling within paragraphs 40.1.1 to 40.1.3 has a substantial interest; or

40.1.5.2. two or more persons falling within sub-paragraph 40.1.5.1 who, when taken together, have a substantial interest.

40.2. Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.