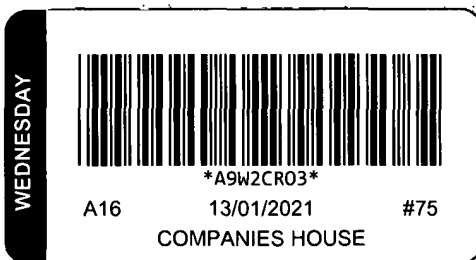


(Company No 02651777)

**The Companies Act 2006**  
**Articles of Association**  
**of**  
**UK Community Foundations**  
**Incorporated on 7 October 1991**

**As amended on 2nd December 1993, 17th July 1996, 21st October 1998, 19th January 2000, 27th April 2001, 23rd April 2003, 17 November 2010, 19 March 2013, 16 November 2016 and 10 December 2020**



**COMPANIES ACT OF 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UK COMMUNITY FOUNDATIONS**

**(Adopted by Special Resolution dated 10 December 2020)**

**1. Name**

The name of the Company is UK Community Foundations (the "**Charity**").

**2. Registered Office**

The registered office of the Charity is to be in England and Wales.

**3. Objects**

**3.1 The objects of the Charity are:**

3.1.1 to promote and improve the efficiency and effectiveness of community foundations in direct pursuit of their objects in such manner as may be thought fit and in particular by raising and distributing funds for application for the general purposes of such foundations,

3.1.2 to advance education of the public in the work of such foundations, and

3.1.3 to promote other exclusively charitable purposes of benefit to the community, (the "**Objects**").

**3.2** "UK Community Foundations" means a foundation established for the provision of grants for charitable purposes related to the needs of a defined community.

**4. Powers**

**4.1 The Charity has the following powers, which may be exercised only in promoting the Objects:**

4.1.1 To promote or carry out research,

4.1.2 To provide advice,

4.1.3 To publish or distribute information,

4.1.4 To co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them,

4.1.5 To establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes,

4.1.6 To support, administer or set up other charities,

4.1.7 To raise funds (but not by means of taxable trading),

- 4.1.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011),
- 4.1.9 To acquire or hire property of any kind,
- 4.1.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011),
- 4.1.11 To make grants or loans of money and to give guarantees,
- 4.1.12 To set aside funds for special purposes or as reserves against future expenditure,
- 4.1.13 Subject to Article 5 (Limitation on private benefits):
  - 4.1.13.1 engage and pay employees, consultants and professional or other advisers, and
  - 4.1.13.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants,
- 4.1.14 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification),
- 4.1.15 To delegate the management of investments to a financial expert, but only on terms that:
  - (a) the investment policy is set down in writing for the financial expert by the Trustees,
  - (b) regular reports are provided to the Trustees or the delegated committee,
  - (c) the performance of the investments is reviewed regularly with the Trustees,
  - (d) the Trustees are entitled to cancel the delegation arrangement at any time,
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year,
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
  - (g) the financial expert must not do anything outside the powers of the Trustees,
- 4.1.16 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required,
- 4.1.17 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 4.1.18 To provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011,
- 4.1.19 To enter into contract to provide services to or on behalf of other bodies,

- 4.1.20 To establish subsidiary companies to assist or act as agents for the Charity, and
- 4.1.21 To do anything else within the law which promotes or helps to promotes the Objects.

**5. Benefits to Members and Trustees**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but,

- 5.1.1 member organisations may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
- 5.1.2 member organisations may be paid interest at a reasonable rate on money lent to the Charity, and
- 5.1.3 member organisations may be paid a reasonable rent or hiring fee for property let or hired to the Charity.

- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

- 5.2.1 as mentioned in clauses 5.1.2, 5.1.3 or 5.3,
- 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
- 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
- 5.2.4 payment to any company in which a Trustee has no more than a 1 percent shareholding, and
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission).

- 5.3 Any Trustee (or any firm or company of which a Trustee is a Member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:

- 5.3.1 the goods or services are actually required by the Charity,
- 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4, and
- 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.

- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

- 5.4.1 declare an interest at or before discussion begins on the matter,
- 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
- 5.4.3 not be counted in the quorum for that part of the meeting, and

5.4.4 withdraw during the vote and have no vote on the matter.

5.5 This clause may not be amended without the prior written consent of the Commission.

**6. Connected Persons to Trustees**

The provisions of Article 5 shall also apply to a Connected Person as defined in the Interpretation (Article 29).

**7. Limited Liability**

The liability of Members is limited.

**8. Guarantee**

Every Member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member.

**9. Membership**

9.1 The number of Members with which the Charity proposes to be registered is unlimited.

9.2 The Charity must maintain a register of Members.

9.3 Membership of the Charity is open to any organisation which:

9.3.1 applies to the Charity in the form required by the Trustees,

9.3.2 satisfies the Board of Trustees that their objects, powers, activities and methods conform to the UK Community Foundations Quality Accreditation criteria defining an effectively managed community foundation (as defined by the Trustees from time to time),

9.3.3 is approved by the Trustees, and

9.3.4 signs the register of Members or consents in writing to become a Member through an authorised representative.

9.4 The Trustees may establish classes of Membership and prescribe their respective privileges and duties and set the amounts of any subscriptions as they in their absolute discretion may determine.

9.5 Membership is terminated if the Member concerned:

9.5.1 gives written notice or resignation to the Charity, or

9.5.2 ceases to exist, or

9.5.3 is six months in arrears in paying the relevant subscription and the Trustees resolve Membership should be terminated (but in such a case the Member may be reinstated on payment of the amount due), or

9.5.4 the Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a Member from membership may only be passed if:

- 9.5.4.1 the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,
- 9.5.4.2 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.
- 9.5.5 fails to apply for and be assessed under the Accreditation process by the relevant date,
- 9.5.6 applies for, but fails to obtain, Accreditation and does not obtain Accreditation within two years of the date it was first advised in writing of such failure to obtain Accreditation, or
- 9.5.7 applies for and obtains Accreditation but such Accreditation is subsequently withdrawn in accordance with the processes agreed by the Trustees and the Member does not then subsequently obtain Accreditation within two years of its having been withdrawn.
- 9.5.8 Membership of the Charity is not transferable.

## **10. General Meetings**

- 10.1 Members are entitled to attend general meetings by an authorised representative or by proxy. General meetings are called on at least 14 clear day's written notice specifying the business to be discussed.
- 10.2 There is a quorum at a general meeting if the number of Members personally present or represented by proxy is at least 30 per cent.
- 10.3 The President or (if the President is unable or unwilling to do so) the Chair or some other authorised representative of a Member elected by those present presides as chair at a general meeting.
- 10.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 10.5 Except for the chair of the meeting, who has a casting vote and subject to Article 10, every Member present through an authorised representative or by proxy has one vote on each issue.
- 10.6 Any organisation that is a Member of the Charity may nominate any person to act as its authorised representative at any meeting of the Charity.
  - 10.6.1 The organisation must give written notice to the Charity of the name of its authorised representative. The authorised representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The authorised representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
  - 10.6.2 Any notice given to the Charity will be conclusive evidence that the authorised representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the authorised representative has been properly appointed by the organisation.
- 10.7 Every notice of meeting shall specify the place, the day and the time of the meeting. In the case of an AGM, shall specify the meeting as such. Every notice calling a meeting for the passing of a

special resolution shall specify the intention to propose the resolution as a special resolution and the terms of the resolution. Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote is entitled to appoint a proxy to attend and to speak and vote instead of it.

10.7.1 Without prejudice to the other provisions of these Articles, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly or wholly by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- 10.7.1.1 participate in the business for which the meeting has been convened,
- 10.7.1.2 hear all persons who speak at the meeting, and
- 10.7.1.3 be heard by all other persons attending and participating in the meeting.

10.7.2 Contents of Notice of General Meetings

10.7.2.1 Without prejudice to the other provisions of these Articles, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and that meeting shall duly constituted and its proceedings shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

- (a) participate in the business for which the meeting has been convened,
- (b) hear and see all persons who speak (whether by use of microphones, loudspeakers, audio visual communications equipment or otherwise) in the Main Meeting Place and the other place or places for the meeting, and
- (c) be heard and seen by all other persons present in the same way.

10.7.3 If it appears to the chair of the meeting that the facilities at the Main Meeting Place or at the other place or places have become inadequate for the purpose referred to in the Articles, then the chair may, without the consent of the meeting, interrupt

or adjourn the meeting. All business conducted at that meeting up to the time of adjournment shall be valid. The provisions of Articles 11.12 to 11.15 (inclusive) shall apply to that adjournment.

- 10.7.4 For the purposes of all other provisions of these Articles (unless the context requires otherwise) Members shall be deemed to be meeting in one place, and that shall be the Main Meeting Place.
- 10.7.5 Members attending a meeting who are not in the same location as each other may form part of the quorum.
- 10.8 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.
- 10.9 If:
  - 10.9.1 a quorum is not present within half an hour from the time appointed for the meeting, or
  - 10.9.2 during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Trustees shall determine.
  - 10.9.3 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.
- 10.10 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.
- 10.11 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.12 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.
- 10.13 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.
- 10.14 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.
- 10.15 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:
  - 10.15.1 by the person chairing the meeting, or
  - 10.15.2 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.
- 10.16
  - 10.16.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - 10.16.2 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.

**10.17**

- 10.17.1 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.
- 10.17.2 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.

**10.18**

- 10.18.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be authorised representatives of Members) and who may fix a time and place for declaring the results of the poll.
- 10.18.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

**10.19**

- 10.19.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 10.19.2 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.
- 10.19.3 The poll must be taken within thirty days after it has been demanded.
- 10.19.4 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.
- 10.19.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

**Content of proxy notices**

- 10.20 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
  - 10.20.1 states the name and address of the Member appointing the proxy,
  - 10.20.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
  - 10.20.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine, and
  - 10.20.4 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.
- 10.21 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.22 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. Unless a proxy notice indicates otherwise, it

must be treated as:

- 10.22.1 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
  - 10.22.2 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.
- 10.23 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, Members may pass a valid resolution without a meeting being held, but for the resolution to be valid:
- 10.23.1 it must be in writing,
  - 10.23.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be signed by at least 75 per cent of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,
  - 10.23.3 in the case of an ordinary resolution it must be signed by a majority of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings,
  - 10.23.4 it may consist of two or more documents in identical form signed by Members, and
  - 10.23.5 the passing of the resolution must comply with any other requirements of the law from time to time,
  - 10.23.6 a written resolution is passed when the required majority of eligible Members have signified their agreement to it.
  - 10.23.7 a written resolution passed in accordance with this Article 11.24 has effect as if passed by the Charity in general meeting.
- 10.24 The Charity must hold an AGM in every year which all Members (subject to Article 9) are entitled to attend.
- 10.25 At an AGM the Members:
- 10.25.1 receive the accounts of the Charity for the previous financial year,
  - 10.25.2 receive the Trustees' report on the Charity's activities since the previous AGM,
  - 10.25.3 appoint auditors for the Charity,
  - 10.25.4 appoint trustees
  - 10.25.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity, and
  - 10.25.6 discuss and determine any issues of policy or deal with any other business put before them.
- 10.26 A General Meeting (other than an AGM) may be called at any time by the Trustees and must be called within 28 days on a written request from at least 5 per cent of the Membership.

## **11. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

**12. The Trustees**

12.1 The Trustees as Charity Trustees have control of the Charity and its property and funds.

**13. Appointment and retirement of Trustees**

**13.1 Number of Trustees**

There shall be at least 12 and no more than 15 Trustees. At least one third of the Trustees shall be employees or trustees of a Member ("**CF Trustees**"); one third of the Trustees shall be persons not at the time of appointment, or within the previous two years prior to such date, an employee or trustee of a Member or an employee of the Charity (**Independent Trustees**), and one third will be selected from either **CF Trustees** or **Independent Trustees** to meet the needs of the charity, subject to the proviso that there shall be a majority of CF Trustees on the Board at all times. All Trustees shall act in the best interests of the Charity.'

**14. Appointment and Retirement of Trustees including the role of Nominations Committee**

14.1 Any person who is willing to act as a Trustee, and who will not be disqualified as acting under the provisions of Article 14.1, may be appointed as a Trustee in accordance with Article 14.

14.2 The Trustees shall establish and appoint a Nominations Committee as a committee of the Board to be comprised of at least five committee members, the majority of whom must be Trustees. Two must be from the Members (though they may also be Trustees, and form part of the Trustee majority) and there must be at least one independent person with extensive Nomination Committee experience. For this purpose, "independent" shall mean a person not at the time of appointment or within the previous two years prior to such date an employee or Trustee of a Community Foundation or an employee of the Charity (within last two years).

14.3 The Nominations Committee shall consider the relevant skills and experience (including diversity considerations) (the "Criteria") that are beneficial for the Board and governance of the Charity. The Nominations Committee shall assess (in accordance with the Criteria) the candidates to the position of Trustee, whether to fill a casual vacancy, to replace or as an addition to the existing Trustees.

14.4 The Nominations Committee shall resolve, by a simple majority decision, the individual or individuals to be nominated to become Trustees. The Chair of the Nominations Committee shall be a Trustee but the Chair of the Charity shall not act as the Chair of the Nominations Committee. If the number of votes for or against a proposal is equal, the Chair of the meeting shall have a casting vote in addition to any other vote he or she may have. The Nominations Committee shall make recommendations to the Board in respect of Trustees and the Board shall then co-opt Trustees from the persons put forward by the Nominations Committee until approved by members at the next AGM.

14.5 The Nominations Committee may choose to delegate, subject to Board approval, to an elective process, the selection of one third of the Trustees as mandated by these Articles as having to come from the Members. This delegation may be permanently revoked or temporarily suspended for a stated period at an AGM by a majority vote of Members. The elective process

will take place at the annual meetings of the CEOs of the Members and of the Chairs of the Members.

Once the annual meetings of Chairs and CEOs have concluded their elections, candidates elected will be considered as *nominated* by the Nominations Committee for appointment by the Board. The appointments will take effect from the relevant meeting of the Board.

Once a year at the AGM Members will be entitled to vote to ratify or reject new Trustees. No Trustees will be re-voted on who have previously been so ratified unless they have been off the Board for a period of at least two years. Only Trustees that have been appointed since the previous AGM will be included.

In order to maintain the appropriate balance of CF Trustees and General Trustees and to fill any casual vacancies which may occur, the Nominations Committee may put forward the names of additional persons for appointment as CF Trustees or General Trustees provided that such appointments are made within the following fifteen months of recommendation. The Board shall have power to co-opt a CF Trustee or a General Trustee from candidates proposed by the Nominations Committee in the event of a casual vacancy arising and in such case the person appointed shall hold office until the next AGM of the Members.

- 14.6 All Trustees shall, subject to Article 14.1 be entitled on appointment to hold office for a term of two years. A retiring Trustee who is otherwise competent, shall be eligible for reappointment provided that he or she ceases to be eligible once he or she has held office for three consecutive terms other than in the case of a Trustee who is or is to be appointed Chair, Vice Chair or Treasurer who may hold office for a further term of two years if it is considered to be in the best interests of the Charity.

**15. No Alternates to be Appointed**

A Trustee may not appoint an alternate or anyone else to act on his or her behalf at any meeting of the Trustees.

**16. Minimum age**

No person may be appointed a Trustee unless he or she has reached the age of eighteen years.

**17. Trustee's termination of office**

- 17.1 A Trustee's term of office automatically terminates if he or she

17.1.1 ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law,

17.1.2 is disqualified under the Charities Act 2011 from acting as a charity trustee,

17.1.3 is incapable, whether mentally or physically, of managing his or her own affairs,

17.1.4 is absent from three consecutive meetings and the Trustees pass a resolution for his/her removal,

17.1.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office),

17.1.6 in respect of a CF Trustee, that Trustee ceases to be an employee or trustee of a Member.

17.1.7 is removed by resolution passed by at least 50 per cent of the Members present

and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views

- 17.2 A technical defect on the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

**18. Calling a Trustees' meeting**

- 18.1 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

- 18.2 A Trustees' meeting must be called by at least ten Clear Days' notice unless either:

18.2.1 all the Trustees agree, or

18.2.2 urgent circumstances require shorter notice.

- 18.3 Notice of Trustees' meetings need not be in Writing.

- 18.4 Notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

**19. Proceedings of Trustees**

- 19.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

- 19.2 The Trustees must hold at least three meetings each year.

- 19.3 A quorum at a meeting of the Trustees is one third of the membership of the Board subject to a minimum of five.

- 19.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.

- 19.5 The Chair or (if the Chair is unable or unwilling to do so), a Vice-Chair or (if a Vice-Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides as chair at each meeting.

- 19.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

- 19.7 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

- 19.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

**20. Powers of Trustees**

- 20.1 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.

- 20.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate

any prior act of the Trustees.

20.3 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.

20.4 The Trustees have the following powers:

20.4.1 to appoint (and remove) any representative of a Member to act as Secretary to the Charity in accordance with the Act,

20.4.2 to appoint a Chair, Vice-Chair(s), Treasurer and other honorary officers from among their number,

20.4.3 to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings,

20.4.4 to make rules consistent with these Articles and the Act to govern proceedings at their meetings and at meetings of committees,

20.4.5 to make regulations consistent with these Articles and the Act to govern the administration of the Charity and the use of its seal (if any),

20.4.6 to establish procedures to assist the resolution of disputes within the Charity, and

20.4.7 to exercise any powers of the Charity which are not reserved to a general meeting.

## **21. Advisory committees and delegation**

21.1 Subject to the Articles, the Trustees may appoint *ad hoc* or standing committees, each consisting of at least two Trustees and such other persons as the Trustees think fit to carry out any of their powers or functions or to provide to the Trustees research, advice or recommendations on any matter connected with the administration of the Charity.

21.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or the day to day management of the affairs of the Charity to any person or committee.

21.3 Subject to the Articles, any delegation by the Trustees may be:

21.3.1 by such means,

21.3.2 to such an extent,

21.3.3 in relation to such matters or territories, and

21.3.4 on such terms and conditions; as they think fit.

21.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

21.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

21.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

## **22. Committees**

22.1 In the case of the appointment of committees:

- 22.1.1 the Trustees shall provide written terms of reference for every committee,
  - 22.1.2 the resolution making the appointment must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co- options up to a specified number),
  - 22.1.3 the composition of any committee shall be entirely in the discretion of the Trustees and shall include such of their number (if any) as the resolution may specify,
  - 22.1.4 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose,
  - 22.1.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit, and
  - 22.1.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 22.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.
- 23. Delegation of day to day management powers**
- 23.1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
- 23.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget,
  - 23.1.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority, and
  - 23.1.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.
- 24. Validity of Trustees' decisions**
- 24.1 Subject to Article 24.2, 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:
- 24.1.1 who was disqualified from holding office,
  - 24.1.2 who had previously retired or who had been obliged by the constitution to vacate office,
  - 24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
  - 24.1.4 if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- 24.1.5 Article 24.1 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 24.1, the resolution would have been void, or if the Trustee has not declared his or her interest in accordance with Article 25.

## **25. Conflicts of Interest**

- 25.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction or because of a duty of loyalty owed to another organisation or person.
- 25.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 25.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them,
- 25.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 25.3 and 25.4, and
- 25.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 25.3 and 25.4.
- 25.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 25.2 and the manner of dealing with the conflict, provided that,
- 25.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles, and
- 25.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 25.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 25.2, 25.3.1 and 25.3.2 above.
- 25.5 The duty to deal with conflicts referred to in Article 25.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 25.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 25.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee



not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

## **26. Records and Accounts**

26.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 26.1.1 annual reports,
- 26.1.2 annual returns, and
- 26.1.3 annual statements of account.

26.2 The Trustees must keep proper records of:

- 26.2.1 all proceedings at general meetings,
- 26.2.2 all proceedings at meetings of the Trustees,
- 26.2.3 all reports of committees, and
- 26.2.4 all professional advice obtained.

26.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.

26.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

## **27. Notices**

27.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means permitted by the Act or (where applicable to Members generally) may be published in any newsletter distributed by the Charity.

27.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members.

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

- 27.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
- 27.3.2 two clear days after being sent by first class post to the address,
- 27.3.3 three clear days after being sent by second class or overseas post to that address,
- 27.3.4 one week after the date of posting of any newsletter containing the notice,
- 27.3.5 on being handed to the authorised representative, and

27.3.6 as soon as the Member acknowledges actual receipt.

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

## **28. Dissolution**

28.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

28.1.1 By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects after consultation with the Members,

28.1.2 directly for the Objects or charitable purposes within or similar to the Objects, and

28.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

28.2 A final report and statement of account must be sent to the Commission.

## **29. Interpretation**

29.1 In these Articles:

**"Accreditation"** means the UK Community Foundations Quality Accreditation process implemented by the Trustees at the relevant time,

**"The Act"** means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity,

**"Address"** includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means,

**"AGM"** means an annual general meeting of the Charity,

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

**"authorised representative"** means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Charity in accordance with Article 10.9,

**"Board"** means the Board of Trustees,

**"Chair"** means the chair of the Trustees,

**"the Charity"** means the charity governed by these Articles,

**"Charity Trustee"** has the meaning prescribed by section 117 of the Charities Act 2011,

**"Circulation Date"** in relation to a written resolution, has the meaning given to it in the Companies Acts,

**"clear day"** means 24 hours from midnight following the relevant event,

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

**"Connected"** in relation to a Trustee means any person falling within any of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of the Trustee,
- (b) the spouse or civil partner of any person in (a),
- (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b),
- (d) any company, partnership or firm of which the Trustee is a paid Trustee, Member, partner or employee, or shareholder holding more than 1% of the capital,

**"Document"** includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form,

**"Electronic Form"** and **"Electronic Means"** have the meanings respectively given to them in Section 1168 of the Companies Act 2006,

**"Hard Copy"** and **"Hard Copy Form"** have the meanings respectively given to them in the Companies Act 2006,

**"financial expert"** means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000,

**"material benefit"** means a benefit which may not be financial but has a monetary value,

**"Member"** and **"Membership"** refer to membership of the Charity,

**"month"** means calendar month,

**"Nominations Committee"** the committee responsible for nominating candidates to be appointed as Trustees in accordance with Articles 13.3 and 13.4,

**"the Objects"** means the Objects of the Charity as defined in Article 3,

**"Public Holiday"** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the charity is registered,

**"Secretary"** means the Secretary of the Charity,

**"taxable trading"** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and where the profits of the business or trade are taxable,

**"Trustee"** means a Trustee of the Charity,

**"writing"** or **"written"** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise,

**"year"** means calendar year.

29.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

29.3 In these Articles, any reference to a "clause" is a reference to an Article of the same number.