

Company No: 02727514

Charity number: 1014576

Companies Act 2006
Company limited by guarantee

ARTICLES OF ASSOCIATION

of

BRITISH REFUGEE COUNCIL

(Adopted by special resolution on 28th September 2023)

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1. Interpretation

1.1 In these Articles:

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

“Articles” means the Council’s articles of association;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“Commission” means the Charity Commission for England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Council;

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (i) above, when taken together
- (e) a body corporate in which –
 - (i) the Trustee or any connected person falling within sub- clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (i) who, when taken together, have a substantial interest.
 - (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

the “Council” means the company intended to be regulated by the Articles;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Officers” includes the Trustees, the Chief Executive and the Secretary;

“Secretary” means any person appointed to perform the duties of the secretary of the Council;

“Trustee” means a director of the Council and “the Board of Trustees” means the directors of the Council. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

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

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

1.2 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 Council.

1.3 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.

2. Liability of members

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Council in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

2.1 payment of the Council’s debts and liabilities incurred before he, she or it ceases to be a member;

2.2 payment of the costs, charges and expenses of winding up; and

2.3 adjustment of the rights of the contributories among themselves.

3. Objects

The Council’s objects (“Objects”) are specifically restricted to the following:

3.1 In these Articles the word “Refugee” shall have the following meaning:-

- (a) a person who has a well-founded fear of being persecuted for reasons of race, religion, nationality, membership of a particular social group or political opinion and who no longer enjoys the protection of his or her country of origin or previous permanent residence; and
- (b) a person who has been given leave to remain in a country subsequent to he or she applying for asylum in that country; and
- (c) a person who comes within the categories of persons known as displaced persons and/or asylum seekers; and
- (d) a person who may have once come within the meaning of “Refugee” in (a) and/or (b) and/or (c) but finds himself in a condition of need, hardship and/or distress whether in the country to which he has returned or elsewhere including without limitation the country to which such person has fled.

3.2 The Council is established to:-

- (a) provide relief for refugees and their dependants who are in conditions of need, hardship or distress;
- (b) preserve and protect the physical and mental health of refugees and their dependants;
- (c) advance the education and training of refugees and their dependants in need thereof so as to advance them in life and assist in their rehabilitation within a new community;
- (d) promote research into the condition of life of refugees throughout the world and ways of providing charitable relief for them and to publish the results of all such research;
- (e) advance public education about the position of refugees and the situations which give rise to refugee movements.

4. Powers

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

- 4.1 to operate as an agency receiving and caring for refugees in the United Kingdom;
- 4.2 to represent its member organisations with regard to refugee problems in dealing with public authorities and international bodies;

- 4.3 to delegate to one or more of its member organisations any functions deemed to be in accordance with the said objects;
- 4.4 to collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- 4.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.6 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Council;
- 4.7 to make any charitable donation either in cash or assets for the furtherance of the objects of the Council;
- 4.8 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Council;
- 4.9 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Council;
- 4.10 subject to the provisions of this Article to pay reasonable annual sums or premiums for or towards the provision of pensions for Officers or servants for the time being of the Council or their dependants;
- 4.11 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Council and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Council by these Articles;
- 4.12 to pay out of the funds of the Council the costs, charges and expenses of and incidental to the formation and registration of the Council;
- 4.13 to do all such other lawful things as shall further the above objects or any of them.
- 4.14 provided that:-
 - (a) in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (b) the objects of the Council shall not extend to the regulation of relations between workers and employers or organisations of workers and

organisations of employers; in case the Council shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Trustees of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Trustees have been if no incorporation had been effected and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

- 4.15 to raise funds. In doing so, the Council must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 4.16 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.17 to sell, lease or otherwise dispose of all or any part of the property belonging to the Council. In exercising this power, the Council must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- 4.18 to borrow money and to charge the whole or any part of the property belonging to the Council as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Council must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.19 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.20 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.21 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.22 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.23 to employ and remunerate such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a Trustee only to the

extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;

4.24 to:

- (a) deposit or invest funds;
- (b) employ a professional fund-manager; and
- (c) arrange for the investments or other property of the Council to be held in the name of a nominee;

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

4.25 to provide indemnity insurance for the Board of Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

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

4.27 to bring together in conference representatives of international, governmental and local government organs and other institutions both within the United Kingdom and elsewhere, other charitable organisations having similar objects, and individuals;

5. Application of income and property

5.1 The income and property of the Council shall be applied solely towards the promotion of the Objects.

- (a) A Trustee is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Council.
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A Trustee may receive an indemnity from the Council in the circumstances specified in Article 33.
- (d) A Trustee may not receive any other benefit or payment unless it is authorised by Article 6.

5.2 Subject to Article 6, none of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Council. This does not prevent a member who is not also a Trustee receiving:

- (a) a benefit from the Council in the capacity of a beneficiary of the Council;
- (b) reasonable and proper remuneration for any goods or services supplied to the Council.

6. Benefits and payments to Trustees and connected persons

6.1 General provisions

No Trustee or connected person may:

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

unless the payment is permitted by Article 6.2, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Article a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting Trustees’ or connected persons’ benefits

- (a) A Trustee or connected person may receive a benefit from the Council in the capacity of a beneficiary of the Council provided that a majority of the Board of Trustees do not benefit in this way.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Council where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to Article 6.3 a Trustee or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the Trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the Council at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Council. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee

concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

6.3 Payment for supply of goods only – controls

The Council and its Board of Trustees may only rely upon the authority provided by Article 6.2(c) if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Council or its Board of Trustees (as the case may be) and the Trustee 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 Council.
- (b) 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.
- (c) The other Trustees are satisfied that it is in the best interests of the Council to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Board of Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- (d) 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 him or her or it with regard to the supply of goods to the Council.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Board of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Board of Trustees in the minute book.
- (g) A majority of the Board of Trustees then in office are not in receipt of remuneration or payments authorised by Article 6.

6.4 In Article 6.2 and 6.3:

- (a) "charity" includes any company in which the Council:
 - (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
- (b) “connected person” includes any person within the definition in Article 1.1 (‘Interpretation’).

7. Declaration of Trustees’ interests

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

8. Conflicts of interests and conflicts of loyalties

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

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of the Board of Trustees is present at the meeting; and
- (c) the unconflicted Trustees consider it is in the interests of the Council to authorise the conflict of interests in the circumstances applying.

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

9. Members

9.1 Membership is open to other individuals or organisations who:

- (a) apply to the Council in the form required by the Board of Trustees; and

- (b) are approved by the Board of Trustees.

9.2

- (a) The Board of Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Council to refuse the application.
- (b) The Board of Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Board of Trustees must consider any written representations the applicant may make about the decision. The Board of Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

9.3 Membership is not transferable.

9.4 The Board of Trustees must keep a register of names and addresses of the members.

10. Classes of membership

10.1 The Board of Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

10.2 The Board of Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

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

- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

10.4 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.

11. Termination of membership

Membership is terminated if:

- 11.1 the member dies or, if it is an organisation, ceases to exist;
- 11.2 the member resigns by written notice to the Council unless, after the resignation, there would be less than two members;

- 11.3 any sum due from the member to the Council is not paid in full within six months of it falling due;
- 11.4 the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the Council that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Council) has been allowed to make representations to the meeting.
- 12. General meetings
 - 12.1 The Board of Trustees may call a general meeting at any time.
- 13. Notice of general meetings
 - 13.1 The minimum periods of notice required to hold a general meeting of the Council is fourteen clear days.
 - 13.2 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.
 - 13.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 15.
 - 13.4 The notice must be given to all the members and to the Board of Trustees and auditors.
 - 13.5 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 Council.
- 14. Proceedings at general meetings
 - 14.1 No business shall be transacted at any general meeting unless a quorum is present.
 - 14.2 A quorum is one tenth of the total membership at the time, present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

- 14.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.4 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Board of Trustees shall determine.
- 14.5 The Board of 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.
- 14.6 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.
- 14.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Board of Trustees.
- 14.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Board of Trustees shall chair the meeting.
- 14.9 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 14.10 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.11 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.12 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.
- 14.13 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.
- 14.14 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.

14.15 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:

- (a) by the person chairing the meeting; or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14.16

- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Council but the number or proportion of votes cast need not be recorded.

14.17

- (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

14.18

- (a) 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.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

14.19

- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) 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.
- (c) The poll must be taken within thirty days after it has been demanded.

- (d) 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.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

15. Content of proxy notices

15.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board of Trustees may determine; and
- (d) is delivered to the Council in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

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

15.3 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.

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

- (a) the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16. Delivery of proxy notices

16.1 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 Council by or on behalf of that person.

16.2 An appointment under a proxy notice may be revoked by delivering to the Council a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

16.3 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.

16.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

17. Written resolutions

17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

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

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

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

18. Votes of members

18.1 Every member, whether an individual or an organisation, shall have one vote.

18.2 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.

18.3

- (a) Any organisation that is a member of the Council may nominate any person to act as its representative at any meeting of the Council.
- (b) The organisation must give written notice to the Council 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 Council. The representative may continue to represent the

organisation until written notice to the contrary is received by the Council.

- (c) Any notice given to the Council will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Council shall not be required to consider whether the representative has been properly appointed by the organisation.

19. Board of Trustees

- 19.1 A Trustee must be a natural person aged 16 years or older.
- 19.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 22.
- 19.3 The minimum number of Trustees shall be three and (unless otherwise determined by ordinary resolution) the maximum number of Trustees shall be fifteen.
- 19.4 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board of Trustees.

20. Powers of Board of Trustees

- 20.1 The Board of Trustees shall manage the business of the Council and may exercise all the powers of the Council 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 Board of 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 Board of Trustees.
- 20.4 All cheques and other negotiable instruments, and all receipts for monies paid to the Council, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Trustees shall from time to time determine.

21. Appointment and term of office of Trustees

- 21.1 The Council may by ordinary resolution:
 - (a) appoint a person who is willing to act to be a Trustee; and
 - (b) determine the rotation in which any additional Trustees are to retire.

- 21.2 No person may be appointed a Trustee at any general meeting unless:
- (a) he or she is recommended for re-election by the Board of Trustees; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Council is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a Trustee;
 - (iii) contains the details that, if the person were to be appointed, the Council would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 21.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee.
- 21.4 The Board of Trustees may appoint a person who is willing to act to be a Trustee.
- 21.5 Subject to Articles 21.6 and 22:
- (a) each Trustee shall serve an initial term until the Board meeting following the third anniversary of the date of first appointment.
 - (b) Retiring Trustees who have served for an initial term of three years in accordance with this Article may be reappointed for one additional consecutive term of three years, ending on the Board meeting following the sixth anniversary of the date of first appointment.
 - (c) Retiring Trustees who have served for two initial terms of three years in accordance with this Article may be reappointed for one additional consecutive term of three years, ending on the Board meeting following the ninth anniversary of the date of first appointment.
- 21.6 The maximum term which a Trustee (including a Trustee who has served as Chair) may serve shall end on the Board meeting following the ninth anniversary of such Trustee's first appointment, provided that, where the Board considers that it is in the Council's best interest to do so, the Board may exceptionally extend such Trustee's appointment for subsequent consecutive terms of one year, each ending on the Board meeting following the one-year anniversary of such Trustee's reappointment. The Board shall document in writing the reasons for its decision in accordance with this Article 21.6.

- 21.7 The appointment of a Trustee, whether by the Council in general meeting or by the other Trustees, must not cause the number of Trustees to exceed the number (if any) fixed as the maximum number of Trustees by Article 19.3.

22. Disqualification and removal of Trustees

A Trustee shall cease to hold office if he or she:

- 22.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 22.2 is 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 those provisions);
- 22.3 ceases to be a member of the Council;
- 22.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 22.5 resigns as a Trustee by notice to the Council (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 22.6 is absent without the permission of the Board of Trustees from all their meetings held within a period of six consecutive months and the Board of Trustees resolve that his or her office be vacated.
- 22.7 Notwithstanding anything in these Articles nobody shall serve as Chair, Vice-Chair or Honorary Treasurer longer than a period or periods in aggregate totalling more than seven years, provided always that for the avoidance of doubt any person may be appointed at various times to each of such positions provided that his or her tenure of office in any one such position does not exceed the limits mentioned above and that he or she does not hold more than one of such positions at any one time.

23. Remuneration of Trustees

The Trustees must not be paid any remuneration unless it is authorised by Article 6.

24. Proceedings of Trustees

- 24.1 The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 24.2 Any Trustee may call a meeting of the Board of Trustees.

- 24.3 The Secretary must call a meeting of the Board of Trustees if requested to do so by a Trustee.
- 24.4 Questions arising at a meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 24.6 A meeting may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with all the other participants.
- 24.7 No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made. ‘Present’ includes being present by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants.
- 24.8 The quorum shall be two Trustees.
- 24.9 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 24.10 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 24.11 The Board of Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment (the “Chair”). The Board of Trustees may appoint another Trustee to chair their meetings at which he or she is present, where the Chair is absent or unwilling to preside at such meeting (the “Vice-Chair”) and may at any time revoke such appointment.
- 24.12 If no-one has been appointed to chair meetings of the Board of Trustees or if the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 24.13 The person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Board of Trustees.
- 24.14 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.

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

24.16 The Board of Trustees may appoint a Trustee (not being the Chair) to be Honorary Treasurer and may from time to time remove him or her from that office.

25. Delegation

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

25.2 The Board of Trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Council except in accordance with a budget previously agreed with the Board of Trustees.

25.3 The Board of Trustees may revoke or alter a delegation.

25.4 All acts and proceedings of any committees must be fully and promptly reported to the Board of Trustees.

26. Validity of Trustees' decisions

26.1 Subject to Article 26.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

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

- 26.2 Article 26.1 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 Board of Trustees or of a committee of the Trustees if, but for Article 26.1, the resolution would have been void, or if the Trustee has not complied with Article 7.

27. Chief Executive

- 27.1 The Board of Trustees may appoint a full-time employee of the Council to the office of “Chief Executive”.

- 27.2 The Chief Executive of the Council shall be a salaried Officer of the Council. He shall hold office for such period as the Board of Trustees shall determine and on such terms including remuneration as the Board of Trustees shall from time to time think fit.

- 27.3 The Chief Executive shall be responsible to the Council for the day to day administration of the Council and the Board of Trustees may entrust to and confer upon the Chief Executive any of the powers exercisable by it upon such terms and conditions and with such restrictions as it may think fit, and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

28. Secretary

- 28.1 A “Secretary” (who may also but not necessarily be the Chief Executive) shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as the Board of Trustees may think fit; and any Secretary so appointed may be removed by it, provided always that no Board of Trustees member may be paid any remuneration for being Secretary.

- 28.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Trustees member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board of Trustees member and as, or in place of, the Secretary.

29. Minutes

- 29.1 The Board of Trustees must keep minutes of all:
- (a) appointments of Officers made by the Board of Trustees;
 - (b) proceedings at meetings of the Council;
 - (c) of the Board of Trustees and committees of Trustees including:

- (i) the names of the Trustees present at the meeting;
- (ii) the decisions made at the meetings; and
- (iii) where appropriate the reasons for the decisions.

30. Accounts

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

31. Annual Report and Return and Register of Charities

- 31.1 The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- 31.2 The Board of Trustees must notify the Commission promptly of any changes to the Council's entry on the Central Register of Charities.

32. Means of communication to be used

- 32.1 Subject to the Articles, anything sent or supplied by or to the Council 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 Council.
- 32.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 32.3 Any notice to be given to or by any person pursuant to the Articles:
 - (a) must be in writing; or

- (b) must be given in electronic form.
- 32.4 The Council may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 32.5 A member who does not register an address with the Council or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Council.
- 32.6 A member present in person at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 32.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 32.8 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.
- 32.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
- 33. Indemnity
 - 33.1 The Council may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
 - 33.2 In this Article a 'relevant Trustee' means any Trustee or former Trustee of the Council.

- 33.3 The Council may indemnify an auditor against any liability incurred by him or her or it:
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - (b) 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 him or her or it by the Court.
34. Rules
- 34.1 The Board of Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Council.
- 34.2 The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Council (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Council in relation to one another, and to the Council's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Council's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Board of Trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- 34.3 The Council in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 34.4 The Board of Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Council.
- 34.5 The rules or bye laws shall be binding on all members of the Council. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

35. Disputes

If a dispute arises between members of the Council about the validity or propriety of anything done by the members of the Council 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.

36. Dissolution

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

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

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

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

36.3 In no circumstances shall the net assets of the Council be paid to or distributed among the members of the Council (except to a member that is itself a charity) and if no resolution in accordance with Article 36.1 is passed by the members or the Board of Trustees the net assets of the Council shall be applied for charitable purposes as directed by the Court or the Commission.

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