

Company number: 02814639

Charity number: 1042095

CERTIFICATE OF PASSING

THE SELBY TRUST ("the Company")

Under Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company passed the following written resolution as a special resolution (**Resolution**).

SPECIAL RESOLUTION

THAT:

1. the Articles of Association of the Company be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former Articles of Association; and
2. the Memorandum of Association of the Company be deleted in its entirety (for the avoidance of doubt, all clauses in the Memorandum of Association are being replaced, in an amended form, by wording in the Articles of Association and no regulated alterations are being made).

Director
.....
DIRECTOR/COMPANY SECRETARY

28/01/2019
.....
DATE



ARTICLES OF ASSOCIATION

OF

THE SELBY TRUST

THURSDAY

A14

A7ZS5SNU
21/02/2019
COMPANIES HOUSE

#196

RUSSELL-COOKE | SOLICITORS

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File Ref: CG/CAS/VCE/RJC/168409.1

Company number: 02814639

Charity number: 1042095

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE SELBY TRUST (the "Charity")

1. Meaning of Words

- 1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
"Articles"	these Articles of Association;
"Committee"	the Committee of Trustees of the Charity, the members of which are the company directors and charity trustees;
"Chair"	the Chair of the Committee of Trustees or any person discharging the functions of the Chair;
"Charities Act"	the Charities Act 2011;
"Charity"	the company regulated by these Articles;
"Charity Commission"	the Charity Commission for England and Wales;
"Clear Days"	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
"Companies Act"	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Charity;
"Connected Person"	for the purposes of Article 9 has the meaning given to it in Article 9.7;

"Material Benefit"	means a benefit, direct or indirect, which may not be financial but has a monetary value;
"Full Member"	a company member of the Charity as defined in Article 11.1;
"Month"	calendar month;
"Objects"	the objects of the Charity as defined in Article 3;
"Office"	the registered office of the Charity;
"Ordinary Resolution"	a resolution agreed by a simple majority of the Full Members present and voting at a general meeting, or, in the case of a Written Resolution, by Full Members who together hold a simple majority of the voting rights;
"Regulations"	any rules, standing orders or regulations made in accordance with these Articles;
"Seal"	the common seal of the Charity, if any;
"Signed"	shall include such forms of authentication that are permitted by law;
"Special Resolution"	a resolution agreed by a 75% majority of Full Members present and voting at a general meeting, or, in the case of a Written Resolution, by Full Members who together hold 75% of the voting rights;
"Taxable Trading"	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
"The Selby Centre"	the building at Selby Road, Tottenham, London N17 8JN run by the Charity;
"Trustees"	means the directors of the Charity and in the context of Articles 5 and 9 shall include their connected persons as defined in Article 9.7;
"United Kingdom"	Great Britain and Northern Ireland; and
"Written" or "in Writing"	means 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.

1.2 In these Articles:

- 1.2.1 The words "person" or "people" includes other charities, including charitable incorporated organisations, royal charter corporations, companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.
- 1.2.2 Apart from the words defined above, any words or expression defined in the Companies Act, or the Charities Act, will have the same meanings in these Articles, unless the context indicates another meaning.
- 1.2.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 1.2.4 The words "include(s)", "including" or "in particular" are deemed to have the words "without limitation" following them. Where the context permits, the words "other" and "otherwise" are illustrative and shall not limit the sense of the words preceding them.

2. Registered Office

- 2.1 The registered office of the Charity will be in England and Wales.

3. Objects

- 3.1 The Charity's objects are:-
 - 3.1.1 to promote for the benefit of the public resident in the London Borough of Haringey and neighbouring areas, without distinction of sex, race, colour or political or religious or other opinions, by the advancement of education and provision of facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life of the said inhabitants;
 - 3.1.2 to maintain and manage a community centre at Selby Road, Tottenham, London N17 8JN for activities promoted by the centre in furtherance of the above objects.

4. Powers

- 4.1 The Charity has the following powers which may be used only to promote the Objects:-

Acquisition, management and disposal of assets

- 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that, where applicable, the Charity and its Trustees comply with sections 117 to 123 of the Charities Act;
- 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security, provided that if the Charity wishes to

mortgage land, the Charity and its Trustees comply with sections 124 to 126 of the Charities Act;

- 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

Staff, agents and advisers

- 4.1.5 subject to Articles 5 and 9, to employ and pay any employees and other staff, consultants, agents and advisers;
- 4.1.6 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Funding

- 4.1.7 to invite and receive contributions or grants, enter into contracts, seek subscriptions and raise funds in any way including by carrying on trade but not by means of Taxable Trading;
- 4.1.8 to give or receive guarantees or indemnities;

Activities

- 4.1.9 to promote or undertake study or research and disseminate the useful results of such research;
- 4.1.10 to produce, print and publish anything in or on any media;
- 4.1.11 to provide grants, scholarships, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- 4.1.12 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.13 to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- 4.1.14 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

Collaboration

- 4.1.15 to establish, promote and otherwise assist in any way any limited company or companies or other bodies, and to establish the same either as a wholly owned subsidiary of the Charity or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;
- 4.1.16 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;

- 4.1.17 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;
- 4.1.18 to co-operate and enter into any arrangements with any person;

Banking and Insurance

- 4.1.19 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.20 to insure any risks arising from the Charity's activities;
- 4.1.21 to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act;

Investment and Social Investment

- 4.1.22 to make social investments in accordance with Part 14A of the Charities Act;
- 4.1.23 to invest in any investments, securities or properties;
- 4.1.24 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;
- 4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 ("**the Managers**") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:-
 - (a) the delegated powers shall be exercisable only within clear policy guidelines set by the Trustees;
 - (b) the Managers are under an obligation to report promptly to the Trustees the performance of investments managed by them;
 - (c) the Trustees are entitled at any time to review, alter or terminate the delegation arrangement;
 - (d) the Trustees review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation; and
 - (e) the Managers must not do anything outside the powers of the Charity.
- 4.1.26 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

Other matters

- 4.1.27 to do anything else within the law which promotes or helps to promote the Objects.

5. Use of funds and property

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of its Objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board of Directors or Committee of Management or Governing Body shall be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Charity. PROVIDED that nothing herein shall prevent the payment in good faith by the Charity:

- 5.1.1 of a reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board of Directors or Committee of Management or Governing Body) for any services rendered to the Charity and to any member of its Board of Directors, Committee of Management or Governing Body being a solicitor or other person engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him/her or his/her firm in connection with the execution of the objects hereof;
- 5.1.2 of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Directors, Committee of Management or Governing Body;
- 5.1.3 to any member of its Board of Directors, Committee of Management or Governing Body of out of pocket expenses; or
- 5.1.4 to a company of which a member of the Charity or of its Board of Directors, Committee of Management or Governing Body may be a member holding not more than one-hundredth part of the capital of such company.

6. Amendments to these Articles

- 6.1 No amendments may be made to these Articles which would cause the Charity to cease to be a charity in law.
- 6.2 Amendments may only be made to the following Articles, with the prior written consent of the Charity Commission:
- 6.2.1 the Objects; or
- 6.2.2 any provision relating to what happens to the Charity's property on winding up; or
- 6.2.3 any provision which would provide for any benefit to be obtained by Trustees or Full Members or persons connected with them.
- 6.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles.

7. Limited liability and guarantee

- 7.1 Each Full Member undertakes to pay £1 in the event of the Charity being wound up or dissolved while they are a Full Member or within one year after ceasing to be a Full Member, towards:-
- 7.1.1 payment of the debts and liabilities of the Charity incurred before they ceased to be a Full Member;
 - 7.1.2 payment of the costs, charges and expenses of winding up; and
 - 7.1.3 adjustment of the rights of the contributories among themselves.
- 7.2 The liability of the Full Members is limited to £1.

8. Indemnity of Trustees

- 8.1 For the purposes of this Article 8, "**Relevant Trustee**" means any Trustee or former Trustee of the Charity.
- 8.2 Without prejudice to any indemnity to which a Relevant Trustee or other officer may otherwise be entitled, the Charity may indemnify every Relevant Trustee, or other officer, out of the assets of the Charity against all costs and liabilities incurred by the Relevant Trustee or officer in that capacity to the extent permitted by the Companies Act.
- 8.3 To the extent permitted by law, the Charity may provide funds to every Relevant Trustee or other officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Trustee or officer, provided that they will be obliged to repay such amounts no later than:
- 8.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 8.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 8.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

9. Conflicts of Interest

- 9.1 For the purposes of this Article 8, "**Conflict of Interest**" means any direct or indirect interest of a Trustee (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Charity, because the Trustee or a Connected Person may receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity.
- 9.2 Subject to Article 9.4, whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Trustee must:

- 9.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,
 - 9.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Trustees,
 - 9.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 9.2.4 be absent during the vote and have no vote on the matter, and
 - 9.2.5 comply with any other requirement which the other Trustees resolve is necessary.
- 9.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question must be decided by a majority decision of the other Trustees.
- 9.4 When any Trustee has a Conflict of Interest, the Trustees who do not have a Conflict of Interest (if they form a quorum without counting the Trustee and are satisfied that it is in the best interests of the Charity to do so) may by resolution passed in the absence of the Trustee permit the Trustee, notwithstanding any Conflict of Interest which has arisen or may arise for the Trustee, to:
- 9.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 9.4.2 disclose to a third party information confidential to the Charity,
 - 9.4.3 take any other action not otherwise authorised which does not involve the receipt by the Trustee (or a Connected Person) of any payment or Material Benefit from the Charity, or
 - 9.4.4 refrain from taking any step required to remove the conflict.
- 9.5 Where a Trustee has a Conflict of Interest which has been declared to the Trustees, the Trustee shall not be in breach of that Trustee's duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Trustee may not withhold information relating to a direct or indirect personal benefit for the Trustee.
- 9.6 The Trustees shall observe the other duties and rules in the Companies Act, and such other rules as the Committee adopts, in relation to the management of Conflicts of Interest.
- 9.7 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles. A Trustee shall include any person that falls into the definition of "connected person" under the Charities Act.

MEMBERSHIP

10. Membership

- 10.1 There shall be three categories of members:
 - 10.1.1 Licensee Associate Members;

- 10.1.2 Community Associate Members; and
- 10.1.3 Full Members.
- 10.2 For the avoidance of doubt the Full Members shall be the members of the Charity for the purposes of the Companies Act, with Licensee Associate Members and Community Associate Members being associate members only with powers granted to them under these Articles.
- 11. Full Members**
 - 11.1 The maximum number of Full Members is twelve.
 - 11.2 The Full Members comprise of:
 - 11.2.1 up to three Licensee Associate Members elected by the Licensee Associate Members in accordance with Article 13 ("**Group A Members**");
 - 11.2.2 up to three Community Associate Members elected by the Community Associate Members in accordance with Article 13 ("**Group B Members**");
 - 11.2.3 up to three persons appointed by the Committee as being persons who by reason of their professional business or other experience are likely to be able to contribute to the proceedings of the Committee ("**Group C Members**");
 - 11.2.4 up to three persons nominated from time to time in Writing by the London Borough of Haringey and where such nominations are approved by the Committee ("**Group D Members**").
 - 11.3 Full Membership is not transferable.
 - 11.4 Save as set out at Articles 13.2 and 13.4 the Full Members shall exercise the rights of members as prescribed under the Companies Act.
- 12. Associate Members**
 - Licensee Associate Members*
 - 12.1 Every holder of a current licence to occupy space at the Selby Centre shall be entitled to apply to be a Licensee Associate Member of the Charity by means of an application in such form as the Committee may from time to time prescribe.
 - 12.2 At the next meeting of the Committee after the receipt of any application for a Licensee Associate Membership the application shall be considered by the Committee, which if all sums due from the applicant in accordance with the provisions of the licence to occupy have been paid, shall accept the applicant for admission unless the Committee shall have good and sufficient reason to reject the application provided that the applicant concerned shall have a right to be heard by the Committee before a final decision is made.
 - 12.3 The Committee may delegate the power to admit Licensee Associate Members.
 - 12.4 Each Licensee Associate Member which is an organisation must have one representative. A representative is entitled to exercise on behalf of the Licensee Associate Member the same powers as the Licensee Associate Member could

exercise if it were an individual Licensee Associate Member of the Charity, including to exercise all rights prescribed to it under these Articles.

- 12.5 An individual or organisation shall cease to be a Licensee Associate Member if:
- 12.5.1 they cease to be a licence holder to occupy space at the Selby Centre;
 - 12.5.2 they cease to function or are wound up;
 - 12.5.3 they resign by giving notice in Writing to the Charity;
 - 12.5.4 any sum due to the Charity remains unpaid six months after it is due and the Committee resolves to end that Licensee Associate Member's membership;
 - 12.5.5 the Committee may resolve to remove a Licensee Associate Member from his or her membership on the basis that it is in the best interests of the Charity that his or her membership is terminated by giving the Licensee Associate Member notice in Writing, provided that:
 - (a) no later than 10 working days after receiving that notice the Licensee Associate Member can appeal in Writing to the Charity against the termination;
 - (b) any appeal must be considered by a meeting of the Committee, or a committee appointed by the Committee; and
 - (c) the Licensee Associate Member has the right to be heard at a meeting or may make written representations to it and the meeting shall either confirm the termination or reinstate membership.

Community Associate Members

- 12.6 Every user of any of the facilities, services and opportunities at the Selby Centre (other than a Licensee Associate Member or a Full Member) shall be entitled to apply to be a Community Associate Member of the Charity by means of an application in such form as the Committee shall from time to time prescribe.
- 12.7 At the next meeting of the Committee after the receipt of an application for Community Associate Membership the application shall be considered by the Committee. The Committee shall accept the applicant for admission unless the Committee shall have good and sufficient reason to reject the application provided that the applicant concerned shall have a right to be heard by the Committee before a final decision is made.
- 12.8 The Committee may delegate the power to admit Community Associate Members.
- 12.9 Every Community Associate Member of the Charity shall pay an annual subscription to the funds of the Charity of such sum as the Committee shall from time to time prescribe. The subscription shall become due on the 1 January in respect of the following year. In the case of persons admitted to membership after the 30 June in any year subscription for that year shall be one half of the current yearly subscription but in all other cases the full annual membership shall be paid for the year of admission. If any Community Associate Member fails to pay his or her subscription for any year within 1 month of it becoming due the Committee shall

give notice to him or her of that fact and if any Community Associate Member fails to pay his or her subscription for any year within 3 months of it becoming due he or she shall by reason of that failure cease to be a Community Associate Member of the Charity but shall be eligible for re-admission on payment in full of all arrears.

12.10 A person shall cease to be a Community Associate Member if:

12.10.1 they die;

12.10.2 they resign by giving notice in Writing to the Charity;

12.10.3 any sum due to the Charity remains unpaid after it is due as set out at Article 12.9;

12.10.4 the Committee may resolve to remove a Community Associate Member from such membership on the basis that it is in the best interests of the Charity that such membership is terminated by giving the Community Associate Member notice in Writing, provided that:

- (a) no later than 10 working days after receiving that notice the Community Associate Member can appeal in Writing to the Charity against the termination;
- (b) any appeal must be considered by a meeting of the Committee, or a committee appointed by the Committee; and
- (c) the Community Associate Member has the right to be heard at the meeting or may make written representations to it and the meeting shall either confirm the termination or reinstate the Community Associate Member.

13. Election, Appointment and Retirement of Full Members

13.1 Those persons who were Full Members as at the date these Articles were adopted shall continue to serve as Full Members until the fourth AGM following their last election or appointment when they shall retire but shall be eligible for re-election or re-appointment subject to articles 13.10 and 13.12.

13.2 Group A Members shall be elected by ballot of representatives of Licensee Associate Members present at an annual general meeting.

13.3 If a licence to occupy space of any one unit is in the name of more than one individual or organisation, the first-named individual or organisation on the licence shall be entitled to cast a vote for that unit, but if more than one individual or organisation is separately licensed to occupy the same room each such separate licensee shall have one vote, provided that only Licensee Associate Members shall have the right to vote on the election of Group A Members.

13.4 Group B Members shall be elected by ballot of Community Associate Members present at an annual general meeting.

13.5 No Licensee Associate Member or Community Associate Member shall have more than one vote.

- 13.6 No Licensee Associate Member or Community Associate Member shall be eligible to vote in any election unless all subscriptions due by that member are paid in full at the date of such election.
- 13.7 If at any time a vacancy arises amongst Group A Members or Group B Members the Committee may appoint a person from the relevant associate membership group to fill such vacancy until the next annual general meeting where they may be elected or shall retire. Such time spent in office shall not count towards the time limit in article 13.10.
- 13.8 If the number of Full Members who are associated (as defined in section 69(5) of the Local Government and Housing Act 1989) with the London Borough of Haringey is fifty percent or more of the total number of Full Members from time to time, then such number of Full Members shall retire as necessary to bring the number of Full Members associated with the London Borough of Haringey below fifty percent of the total number of Full Members.
- 13.9 At the fourth annual general meeting after their last election or appointment, Full Members shall retire. They shall be eligible for re-election or re-appointment subject to article 13.10.
- 13.10 No person may be a Full Member for more than twelve consecutive years but after serving such term a person is eligible to become a Full Member again after no less than one year from the date of his or her last retirement.
- 13.11 For the purposes of calculating a Full Member's length of term in office under article 13.10, account shall not be taken of any time served by the Full Member before these Articles were adopted.
- 13.12 For the purposes of this Article 13 a 'year' is the period between two annual general meetings.

14. Ending of Full Membership

- 14.1 A Full Member stops being a Full Member if:
- 14.1.1 any sum due from the Full Member to the Charity remains unpaid six months after it is due and the Committee resolves to end that Full Member's Full Membership;
- 14.1.2 the Full Member ceases to be a Trustee under Article 32.

15. Register of Full Members

- 15.1 The Charity shall maintain a register of Full Members with an entry for each Full Member showing the Full Member's name and postal address and the date on which the Full Member became a Full Member and ceased to be a Full Member. The register of Full Members must be kept at the Office or at a single alternative inspection location.
- 15.2 The register must be made available for inspection:
- 15.2.1 by any Full Member without charge; and

- 15.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

16. Annual General Meetings

- 16.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 16.2 Not more than 15 months may pass between one annual general meeting and the next.
- 16.3 At an annual general meeting the business to be conducted will usually include:
 - 16.3.1 the presentation of the accounts of the Charity for the previous financial year and a report on the Charity's activities;
 - 16.3.2 the election of Full Members in place of those retiring and to fill any vacancy since the last annual general meeting; and
 - 16.3.3 where necessary the appointment of auditors or reporting accountants and the fixing of the remuneration of the auditors.

17. General Meetings

- 17.1 All general meetings except annual general meetings are called general meetings.

18. Calling of General Meetings

- 18.1 The Committee may call a general meeting at any time and must call a general meeting within 21 days of a written request from not less than five per cent. of the Full Members who have a right to vote at general meetings.

19. Notice of General Meetings

- 19.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 54.7). The notice must:
 - 19.1.1 indicate the place, date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - 19.1.2 include a statement informing the Full Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.
- 19.2 Notice of the meeting must be given to all Full Members, Licensee Associate Members and Community Associate Members of the Charity in accordance with Article 54. A meeting may be held on shorter notice by the agreement of not less than 90 per cent. of the Full Members entitled to attend and vote at it.

20. Quorum for General Meetings

- 20.1 Business may be transacted at a general meeting only if a quorum of Full Members is *present in person or by proxy*.
- 20.2 A quorum is three Full Members.

21. Chair of a General Meeting

- 21.1 The Chair (if any) of the Committee should preside as chair at every general meeting of the Charity.
- 21.2 If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Committee shall select the chair of the meeting and in default the Full Members at the meeting shall select one of their number to chair the meeting.

22. Adjournment if no Quorum

- 22.1 If a quorum is not present within half an hour after the appointed starting time, the meeting may be adjourned to another day, time and place as the Committee may decide, except where the meeting was called by the demand of Full Members, in which case it must be dissolved. Articles 23.2 and 23.4 shall apply to an adjourned meeting.
- 22.2 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Full Members present at that time shall constitute the quorum for that meeting.

23. Adjournment of a General Meeting

- 23.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 23.2 The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 23.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 23.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

24. Amendments to resolutions

- 24.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 24.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - 24.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

24.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

24.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

25. Voting on Resolutions

25.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:

25.1.1 the chair of the meeting; or

25.1.2 at least two Full Members present in person or by proxy and having the right to vote at the meeting,

save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.

25.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.

25.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.

25.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

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

26. Proxies

26.1 Full Members may appoint a proxy who need not be a Full Member of the Charity. The proxy may be appointed by the Full Member to exercise all or any of the Full Member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

26.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit.

26.3 An instrument appointing a proxy shall:

26.3.1 be in Writing executed by or on behalf of the appointer;

26.3.2 shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve;

26.3.3 unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and

26.3.4 be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).

26.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

26.5 A proxy in the following or similar form will be acceptable:

"I

of

a Full Member of The Selby Trust

hereby appoint the Chair of the Charity or if he is not present the chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the day of and any adjournment thereof.

Signed on the day of 20....

*If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair of the meeting and insert the name and address of your appointee in the space that follows. "

26.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

27. Voting and Speaking

27.1 Every Full Member present in person or by proxy has one vote on each issue at general meetings. The chair of the meeting does not have a casting vote.

27.2 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.

27.3 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.

28. Written Agreement to Resolution

28.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, Full Members may pass a written resolution without a meeting being held, provided that:

- 28.1.1 it is in Writing;
 - 28.1.2 a copy of the proposed resolution has been sent to every eligible Full Member;
 - 28.1.3 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 Full Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 28.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Full Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and
 - 28.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 28.2 A written resolution may consist of two or more documents in identical form Signed by Full Members and is passed when the required majority of eligible Full Members have signified their agreement to it.
- 29. Defect in appointment of a Full Member**
- 29.1 A technical defect in the appointment of a Full Member of which the Full Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

COMMITTEE OF TRUSTEES

- 30. Powers of the Committee**
- 30.1 The business of the Charity is managed by the Committee, which may use all the powers of the Charity that are not, by the Companies Act or by these Articles, reserved to the Full Members or to them in their capacity as Full Members.
- 31. Composition of the Committee**
- 31.1 The Full Members shall be the Trustees of the Charity.
- 31.2 The Charity must always have a minimum of three Trustees. No person under the age of 16 may be appointed as a Trustee.
- 32. Disqualification, resignation and removal of Trustees**
- 32.1 A Trustee shall cease to be a Trustee if the Trustee:-
- 32.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;
 - 32.1.2 is disqualified from acting as a company director or charity trustee;
 - 32.1.3 is considered by the Committee to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least six months and a majority of the other Trustees resolve that they must cease to hold office;

- 32.1.4 resigns by notice in Writing to the Trustees (but only if at least three Trustees will remain in office when the resignation is to take effect);
- 32.1.5 is absent without permission from three consecutive meetings of the Trustees and it is resolved by a majority of the other Trustees to remove the Trustee;
- 32.1.6 breaches his duties under the Companies Act and in particular the duties *for the proper management of conflicts of interest and the Committee resolves to remove him by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting;*
- 32.1.7 is removed from office by the Full Members convening a general meeting and removing the Trustee in accordance with the procedure set out in the Companies Act;
- 32.1.8 is a Group A Member and ceases being a Licensee Associate Member;
- 32.1.9 is a Group B Member and ceases being a Community Associate Member;
- 32.1.10 ceases to be a Full Member;
- 32.1.11 is a co-opted Trustee under Article 13.7 or **Error! Reference source not found.** and is removed by the Committee;
- 32.1.12 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Committee meeting provided:
 - (a) at least half of the serving Trustees are present at the meeting; and
 - (b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Trustee in question; or
- 32.1.13 dies.

33. Notification of change of Trustees

- 33.1 All appointments, retirements or removals of Trustees and the Company Secretary (if any) must be notified to the Registrar of Companies and the Charity Commission.

DECISION-MAKING BY THE TRUSTEES

34. Meetings of the Committee

- 34.1 The Committee may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

35. Calling a meeting

- 35.1 The Charity, if requested by the Chair or any three Trustees, must call a meeting of the Committee.

36. Participation in meetings

- 36.1 Committee meetings may be held in person, by telephone, or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

37. Quorum for Committee meetings

- 37.1 The quorum for a Committee meeting is three Trustees.
- 37.2 A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

38. Chair of Committee meetings

- 38.1 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each Committee meeting.

39. Voting

- 39.1 Matters for decision at any meeting must be decided by a majority of votes and each Trustee has one vote (including the Chair).
- 39.2 If the votes are equal, the Chair has a second or casting vote.

40. Resolutions in Writing without a Committee meeting

- 40.1 A resolution in Writing Signed by all of the Trustees is as valid as if it had been passed at a properly held meeting of the Committee. The resolution may consist of several documents in the same form Signed by one or more of the Trustees.

41. Officers of the Committee

- 41.1 The Trustees may appoint or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees, with the exception of the company secretary who may but need not be a Trustee.

42. Committee's right to act despite vacancies

- 42.1 The Committee may act despite any vacancy on the Committee, but if the number of Trustees falls below the number fixed as the quorum, it may act only to summon *a general meeting of the Charity for elections to take place or to appoint further Trustees under Article 13.*

43. Validity of acts done at meetings

- 43.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee, anything done before the discovery is valid.

DELEGATION BY THE COMMITTEE AND COMMITTEES

44. Delegation by the Committee

- 44.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles—

- 44.1.1 to such person or sub-committee;
- 44.1.2 by such means (including by power of attorney);
- 44.1.3 to such an extent;
- 44.1.4 in relation to such matters; and
- 44.1.5 on such terms and conditions;

as they think fit.

- 44.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom, or sub-committee to which, they are delegated.
- 44.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

45. Delegation to committees

- 45.1 Any delegation to a sub-committee must specify those who are to serve on the sub-committee and the Committee may co-opt any person who is not a Trustee to serve on a sub-committee, provided that a sub-committee must include at least one Trustee at all times.
- 45.2 All acts and proceedings of a sub-committee must be reported to the Committee as soon as possible.
- 45.3 A sub-committee must not knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Committee in accordance with a budget approved by the Committee.
- 45.4 A sub-committee may elect a chair of its meetings if the Committee does not nominate one.
- 45.5 If at any meeting the sub-committee's chair is not present within ten minutes after the appointed starting time, the sub-committee members present may choose one of their number to be chair of the meeting.

46. Meetings of Sub-Committees

- 46.1 Unless the terms of reference for a sub-committee provide otherwise:
 - 46.1.1 a sub-committee may meet and adjourn whenever it chooses;
 - 46.1.2 questions at a sub-committee meeting must be decided by a majority of *votes of the sub-committee members present and in the case of an equality of votes, the chair of the sub-committee meeting shall have a casting vote*; and
 - 46.1.3 a sub-committee must have minutes entered in minute books.

ADMINISTRATIVE MATTERS

47. Appointment and Removal of a Company Secretary

- 47.1 The Committee may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide his period of office, pay and any conditions of service.

48. Appointment of Reporting Accountants or Auditors

- 48.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

49. Honorary Officers

- 49.1 The Committee may appoint and remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

50. Records

- 50.1 The Committee must keep records of:-

50.1.1 all proceedings at Committee meetings (including the names of the Trustees present);

50.1.2 all Written Resolutions

50.1.3 all reports of sub-committees

50.1.4 all proceedings at general meetings; and

50.1.5 all professional advice received.

- 50.2 Committee minutes must be kept for a minimum of 10 years from the date of the meeting.

51. The Seal

- 51.1 If the Charity shall decide to use a company seal the Committee must provide safe custody of the Seal.

- 51.2 The Seal may only be used by the authority of the Committee or of a committee authorised by the Committee.

- 51.3 Everything to which the Seal is affixed must be signed by two persons authorised by the Committee. Where the Committee has not authorised any such persons it must be:-

51.3.1 signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or

51.3.2 signed by a Trustee and witnessed by an independent third party.

52. Articles, accounts and other statutory records

- 52.1 The Accounts, the Articles and any Regulations must be kept at the Office or at a single alternative inspection location decided by the Committee.
- 52.2 The Articles and any Regulations must be available for inspection by the Full Members of the Charity and any Full Member who requests a copy of the Articles must be sent a copy.
- 52.3 The Accounts must always be open to inspection by Trustees. The Trustees must decide whether, how far, when, where and under what rules the Accounts may be inspected by Full Members who are not Trustees. A Full Member who is not a Trustee may only inspect the Accounts or any records of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

53. Accounts and returns

- 53.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or examination of Accounts and the preparation of Accounts, and annual reports and returns.
- 53.2 The Committee must, for each financial year, send a copy of its annual Accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings before or at the same time as they file the Accounts with Companies House, within 9 months of the end of the Charity's financial year.
- 53.3 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in the Companies Act).
- 53.4 To the extent required by law, the Committee must file the Accounts and reports (or summary financial statements) with Companies House within 9 months of the end of the Charity's financial year or within any other deadlines specified by law.
- 53.5 The Committee must file with the Charity Commission the Accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within 10 months of the end of the Charity's financial year or any other deadlines specified by the Charity Commission.

54. Service of Notices

- 54.1 The Charity may provide notices, accounts or other documents to any Full Member either:
 - 54.1.1 in person; or
 - 54.1.2 by hand-delivery or ordinary post to the Full Member's registered address;
 - 54.1.3 if the Full Member has provided the Charity with an email address, by email to that address (subject to the Full Member having consented to receipt of the notice, documents or accounts in this way); or
 - 54.1.4 in accordance with the provisions for communication by website set out below.

- 54.2 If a Full Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Full Member has provided to the Charity for that purpose, or in accordance with the other methods set out in Article 54.1.
- 54.3 However, a Full Member without a registered postal address in the United Kingdom, who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email.
- 54.4 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Charity correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Charity receives no indication that they have not been received.
- 54.5 Any notice or other document sent in accordance with these Articles is to be treated as having been received:
- 54.5.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
- 54.5.2 if sent by email, 24 hours after having been properly sent; or
- 54.5.3 immediately on being handed to the recipient personally.
- 54.6 The Charity may assume that any e-mail address provided to it by a Full Member remains valid unless the Full Member informs the Charity that it is not.
- 54.7 Where a Full Member has informed the Charity in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that Full Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.
- 54.8 The notice requirements in this Article 54 shall apply when communicating with Licensee Associate Member and/or Community Associate Members.

55. Irregularities

- 55.1 The making of any decision, or the proceedings at any meeting of the Trustees, Full Members, Licensee Associate Members, Community Associate Members or a committee shall not be invalidated by reason of:
- 55.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or
- 55.1.2 the lack of qualification in any of the persons present and voting,

unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

56. Who is Entitled to Notice of General Meetings

56.1 Notice of every general meeting must be given to:-

56.1.1 every Full Member (except those Full Members who lack a registered postal address within the United Kingdom and have not given the Charity a postal address for notices within the United Kingdom);

56.1.2 Licensee Associate Members and Community Associate Members;

56.1.3 the reporting accountants or auditor of the Charity;

56.1.4 all Trustees;

56.1.5 any person having the right to nominate a Trustee; and

56.1.6 any President or other honorary position.

57. Regulations

57.1 The Committee may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No regulation may be made which invalidates any prior act of the Committee which would otherwise have been valid.

58. Winding-up of the Charity

58.1 If upon the winding up or dissolution of the Charity there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other charitable society, institution or organisation having objects similar to those of the Charity which shall be established for charitable purposes only and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Charity by Article 5 hereof such society, institution or organisation to be determined by the members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.