

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee and not having a Share Capital

Company registration number 02921143

**MEMORANDUM OF ASSOCIATION  
OF**

**THE EVELYN OLDFIELD UNIT**

**1. Name**

The name of the company is The Evelyn Oldfield Unit

WEDNESDAY



**2. Registered office**

The registered office of the company shall be in England and Wales.

**3. Objects**

The objects for which the company is set up are:-

To provide, develop, facilitate and co-ordinate the provision of specialist aid and support services in order to further the charitable work of organisations assisting disadvantaged people who are in conditions of need hardship or distress in the United Kingdom or internationally with the object of promoting social welfare and better integration into the community.

To provide advice and advocacy for disadvantaged people who are in conditions of need, hardship or distress

To advance the education of the public in understanding the history and difficulties of disadvantaged people

**4. Powers**

- In order to give effect to these objects, but not to do anything except to carry out these objects, the company will have the following **powers**:-

(i) to provide centres or help in providing centres for meetings and for activities promoting the objects of the company

(ii) to establish and develop contacts between the beneficiaries and voluntary and community organisations, private business, governments at local, national and international level, other statutory agencies, and similar service providers (iii) to promote and develop the general welfare and education of the beneficiaries and

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to foster a spirit of unity, co-operation and harmony amongst members through educational and cultural functions, by meetings, lectures and conferences

(iv) to collect and to make available information about issues concerning the objects of the company and to exchange information with other bodies having similar objects whether in Great Britain or overseas and to undertake research and to publish the useful results

(v) to write, print, publish, issue and circulate such newsletters, papers, books, and pamphlets or other documents, films, recorded tapes, disks or other means of recording information as will help achieve the objects of the company, either free or charging for them and to carry out research and to publish the useful results thereof and to provide evidence for government and other enquiries

(vi) to accept gifts and to borrow or raise moneys for the objects of the company on such terms as shall be thought correct

(vii) to obtain donations to the company by personal or written appeals, public meetings or in other ways

(viii) Premises

- to purchase, lease, exchange, hire, or otherwise obtain any housing, offices or other premises (known as "real property") and any furniture, goods and equipment which are needed, and to construct, maintain and repair them and to dispose of them. Provided that where the company holds any real property in locations subject to the jurisdiction of the Charity Commissioners for England and Wales, the company shall not sell, mortgage, charge or lease its real property without any authority, approval or consent as is required in law.
- As regards its real property the directors shall be personally liable for any problems or liabilities which arise because any authority, approval or consent has not been obtained.
- Its real property shall be subject to any controls or requirements imposed by the Chancery Division of the High Court or the Charity Commissioners

(ix) to enter into any charitable trusts which may lawfully be entered into by the company

(x) to invest the moneys of the company not immediately required for its objects in such investments, securities or property as may be thought appropriate, subject to the duty to exercise care, skill and prudence and subject to any conditions and consents imposed by law

(xi) to open and maintain bank and/or building society accounts, raise and invest funds, borrow money, employ, pay and dismiss staff and to make pension arrangements for them taking account of the company's financial circumstances. To take on volunteers. To do all such things as the directors decide are necessary for the achievement of these objects. The company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(xii) Insurance

- To provide indemnity insurance for the directors or any other officer of the company in relation to any such liability as is mentioned in sub-clause i) below of this clause, but subject to the restrictions specified in sub-clause ii) of the clause.
- i) The liabilities referred to above are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty in relation to the company
- (b) the liability to make a contribution to the company's assets as specified in Section 214 Insolvency Act 1986, wrongful trading

The following liabilities are excluded from subclause i)(a):

A. Fines

B. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the director or other officer

C. liabilities of the company that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the company or about which the person concerned did not care whether it was in the best interests of the company or not

There is excluded from sub-clause i)(b) any liability to make such a contribution where the basis of the director's liability is his or her knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

(xiii) to affiliate to any charitable institution, body, group, organisation, society or authority having similar objects

(xiv) to undertake outreach work and to establish local branches in the UK and internationally

(xv) to make grants or donations to beneficiaries in the UK or anywhere in the world

(xvi) to make charges, including nominal charges or no charge, in respect of the work or services of the Company

(xvii) to pay out of the funds of the company the costs of forming and registering the company both as a company and as a charity

(xviii) to do any other lawful things to achieve the objects of the company

## **5. Income and property of the company**

- The income and property of the company may only be used for the promotion of its objects.
- No part of the company's income and property shall be paid or transferred directly or indirectly in any way whatsoever as a profit to members of the company and/or the directors and/or co-optees.
- No director or co-optee shall be appointed to any post paid by salary or fees, or receive any pay or loan or other benefit in money or money's worth from the company.
- No employee of the company shall be eligible to become a director of the company or be given any loan by the company.
- Nothing shall prevent any payment in good faith by the company of:
  - (a) reasonable and proper salary or fees to any member, officer or employee of the company who is not a director or a co-optee for any services rendered to the company;
  - (b) out-of-pocket expenses to directors, co-optees and volunteers
  - (c) interest at a rate not exceeding 2.5 per cent per annum on money lent to or reasonable and proper rent for premises demised or let to the company by any director or co-optee
  - (d) fees, remuneration or other payments of money or money's worth to a company of which a director or co-optee is a member holding not more than one hundredth part of the issued share capital of that company
  - (e) the usual charges for business done by any director or by any partner of his or hers, when instructed by the company to act on its behalf. A majority of the directors must not be such persons. They must withdraw from any meeting

where their engagement or remuneration, or that of their partner(s), is being discussed

(f) the benefit from trustee indemnity insurance cover purchased at the company's expense subject to the restrictions in set out in Clause 4(xii) above

(g) any other payment or benefit authorised by the written consent of the Charity Commission before it is agreed and made

## **6. Additions, alterations or amendments**

- No additions, alterations or amendments shall be made to this Memorandum or Articles of Association except by special resolution passed at a General Meeting
- No additions, alterations or amendments shall be made which would have the effect that the company ceases to be a company to which Section 60 of the Companies Act 2006 applies.

## **7. Liability**

- Members shall have limited liability.
- Every member of the company undertakes to contribute such amounts as may be required not exceeding £1 to the assets of the company if it should be wound up whilst he/she/it is a member or within one year after he/she/it ceases to be a member.
- These amounts are for payment of the company's debts and liabilities contracted before he/she/it ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

## **8. Dissolution**

- The company may be dissolved by a resolution passed by a simple majority of those present and voting at a Special General Meeting of which 21 days' notice shall have been given.
- Such resolution may give directions for disposing of any assets held by the company **provided that** such directions are proper in law and that any property remaining after the satisfaction of all debts and liabilities shall not be paid to the members of the company but shall be given or transferred to other charitable organisation(s) having objects similar to the objects of the company.

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**ARTICLES OF ASSOCIATION**

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### **ARTICLES OF ASSOCIATION OF THE EVELYN OLDFIELD UNIT**

#### **DEFINITIONS**

1. In this document the words in the first column of the Table have the meaning set out in the second column, if not inconsistent with the subject or context -

The Act	The Companies Acts 1985, 1989 and 2006 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of Association and the regulations of the company for time to time in force
The company	This company
The management committee	The Board of Directors for the time being of the company
The Office	The registered office of the company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form such as email



Clear days	In relation to a period of notice means that period excluding the day on which 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
Post	Includes electronic mail
Subscribers	Persons who propose to be the company's first directors
Corporate members	Shall include incorporated undertakings and also unincorporated associations and trusts

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- Words that refer to the singular number only shall include the plural number and vice versa
- Words that refer to the masculine gender only shall include the feminine gender
- Words that refer to persons shall include registered companies
- Subject to the above, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

## **PURPOSE**

2. The company is established for the purposes expressed in the Memorandum of Association.

## **MEMBERSHIP**

### **3. Conditions**

- The subscribers to the Memorandum of Association shall be members of the company. The directors may invite individuals and voluntary organisations that support the objects of the company to become members. Voluntary

organisations do not include local government and other statutory authorities. No representative of any political party shall be accepted into membership.

- The directors shall draw up any special regulations as to subscriptions, rights of members, conditions of admission to and retirement from membership, associate membership, junior membership and any other matters deemed necessary.
- No person, corporation or unincorporated association shall be admitted as a member of the company unless approved by the directors. The directors must be satisfied that the corporation or unincorporated association is properly constituted and that its application for membership has been approved by its management committee.
- Every person or corporation or unincorporated association that wishes to become a member shall deliver to the company secretary or some other designated person an application for membership in writing in such a form as the directors require. Filling in the application form is the first step to becoming a member. Membership follows if the directors approve the application.
- At each meeting of the directors the company secretary or some other designated person will send out beforehand to the directors a list of who has applied for membership since the last meeting and they shall vote upon it at the meeting.
- Members must sign the register of members or a membership certificate. If the person is unable because of a disability to sign, the directors must ensure that the person who actually does sign has authority to do so.
- Any person, corporation or unincorporated association refused membership or having membership withdrawn shall be notified in writing and shall have the right to make representations to the directors within 28 days of the decision being taken.
- Membership shall be open to all persons, corporations or unincorporated associations that satisfy the membership requirements irrespective of race, cultural background, gender, marital status, responsibility for dependants, disability, mental or physical illness, sexuality, age, spent convictions, moral or religious beliefs or political persuasion provided that they support the objects of the company.
- The number of individual members shall not exceed one quarter of the total membership of the Company at the time of application for membership. Should an individual member be a trustee of or in the paid employment of a

corporate member he or she shall be deemed to have resigned his or her individual membership of the Company.

#### **4. Termination of Membership**

- A member may at any time withdraw from the company by giving at least seven clear days' written notice to the Secretary or to another designated person.
- Members shall not transfer their membership to someone else.
- Membership will terminate on a member's death.
- Membership will terminate on insolvency/bankruptcy

### **GENERAL MEETINGS**

#### **5. Definition**

- All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings except a meeting to dissolve the company, which shall be called a Special General Meeting.

#### **6. Annual General Meeting**

- a) The Company shall hold a General Meeting in every calendar year as its Annual General Meeting except its first (see d) below).
- b) Each Annual General Meeting must take place within fifteen months of the last one.
- c) The Annual General Meeting shall take place on a date and at a time and location decided by the directors, and they must specify these details in notices calling it.
- d) The first Annual General Meeting must be held within eighteen months of the date of the company's incorporation.

#### **7. Extraordinary General Meeting.**

- The directors may whenever they think fit convene an Extraordinary General Meeting.
- An Extraordinary General Meeting must also be convened if 10% of the members or 10 members, whichever is larger, request in writing that an Extraordinary General Meeting is called ***provided that*** Section 303 of the Act is complied with.

- If the directors cannot form a quorum because of deaths or resignations they have to call an extraordinary general meeting. The only agenda item must be the appointment of more directors.

## **8. Notice for general meetings**

At least twenty one clear days' notice in writing must be given of every Annual General Meeting.

At least twenty eight clear days' notice of every Extraordinary General Meeting convened to pass a Special Resolution must be given.

The notice must

- specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business
- be given to members, the Auditors [if any] and such other persons as are under these Articles or under the Act entitled to receive such notices from the company.

At least 14 days' clear notice must be given of any other General Meeting.

With the consent of all the members having the right to attend and vote at the meeting a meeting may be convened by such notice as those members may think fit.

## **9. Omission Of Notice**

- The accidental failing to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed at any meeting.

## **10. Annual General Meeting**

- The Annual General Meeting shall consider the income and expenditure account and the balance sheet, the Annual Report of the company, the directors' report, the Auditor's Report [if the company has auditors], the appointment of, and the fixing of the remuneration of, the Auditors, and the election of the directors in the place of those retiring.
- All other business transacted at the Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special and the company must send out a draft special resolution with the notice of the meeting.

## **11. Quorums**

- No business shall be transacted at a General Meeting called by the directors unless a quorum is present
- At a General Meeting called by the directors a quorum shall be one third of the membership or twenty members, whichever shall be greater.
- The members have the right to change the number required for a quorum.

## **12. Adjournments**

- Within half an hour from the time appointed for the holding of a General Meeting called by the Directors a quorum is not present, it shall be adjourned to the same day in the next week, at the same time and place, or at such other time and place as the directors shall decide.
- Whenever a meeting is adjourned for fifteen days or more all persons entitled to it shall be given notice of the new date, time and location of the meeting.
- If the meeting is adjourned for 30 days or more, notice must be given as if a new meeting was being called.

## **13. Reconvened meetings**

- If within half an hour from the time appointed for the holding of the reconvened General Meeting called by the directors no quorum as specified in Article 11 is present, such persons as are present shall form the quorum ***provided that*** at least 10 members entitled to be present and vote are personally present, including by videolink
- If within half an hour from the time appointed for the holding of any other General Meeting a quorum is not present, the meeting shall be dissolved.

## **14. Elections**

- Elections shall take place at the Annual General Meeting for the election of the directors who shall also be charity trustees.

## **15. Powers of the Chairperson**

- The Chairperson may, with the consent of any meeting at which a quorum is present, and will have to if those present want it to happen, adjourn the meeting to another time, date or location.
- If the adjournment is for more than 30 days, new notices must be sent to every person entitled to receive one.

- When the meeting resumes, only the outstanding business from the original meeting shall be dealt with.

## **16. Chairperson**

- The Chairperson of a General Meeting shall normally be the chairperson of the company but may be any other that those present at the meeting want to chair it, including an independent person who is not a member of the company.

## **17. Voting**

- In respect of each vote taken at a general meeting, for a vote to be carried on an ordinary resolution there must be a simple majority in favour.
- At any General Meeting a resolution put to a vote shall be decided on a show of hands unless the Chairperson or at least three persons present demand that there is a secret ballot.
- Any special resolution must be carried by the votes of three quarters of those present and entitled to vote, including postal votes, except a vote on a resolution to dismiss a director, which only needs to be carried by a simple majority
- A declaration by the Chairperson of the meeting that a resolution has been carried, or carried by a particular majority, or unanimously, or lost shall be final and an entry to that effect shall be made in the minute book as conclusive evidence of the fact.

## **18. Secret ballots**

- There shall not be a secret ballot to decide who chairs the meeting or to decide if the meeting should be adjourned; a simple majority shall take such decisions on a show of hands.
- If a secret ballot is called, the Chairperson shall decide when and how it will be conducted at the meeting.

## **19. Tie**

- Every member shall have one vote. In the event of there being a tie, the Chairperson has a second or casting vote.

## **20. Entitlement to vote**

- If a special resolution is being put to a General Meeting and all the persons that are entitled to vote do so by post, their votes shall be counted as if they had attended and voted.
- No person shall be entitled to vote as a representative of an organisation on any question either in person or by proxy at any General Meeting whose organisation has not been accepted into full membership and paid any subscription levied. An individual may only vote if he/she is a member.
- It shall be assumed that every person voting is entitled to vote at the General Meeting unless an objection is raised at the meeting. The Chairperson, whose decision shall be final, shall deal with any objection.

## **21. Voting by proxy**

- Votes may be cast personally, by proxy or by post.
- A proxy or representative of a member organisation must be appointed by a written document, which must be in the following format or as near to it as possible:

I [name] am the Chairperson of [name of organisation], a member of The Evelyn Oldfield Unit. We have appointed [name] to be our representative/nominee to vote on our behalf at the Annual/Extraordinary/Special General Meeting of the company to be held on [state date] and at any resumed meeting after an adjournment.

Signature of the Chairperson/Secretary \_\_\_\_\_

- A proxy of an individual member of the company must be appointed by a written document, which must be in the following format or as near to it as possible:

I am a member of The Evelyn Oldfield Unit. I have appointed (name) to be my proxy to vote on my behalf at the Annual/Extraordinary/Special General Meeting of the company on (state date) and at any resumed meeting after an adjournment.

Signature

(print name)

- The signed form must be given to the Company Secretary or some other designated person at least 48 hours before the meeting or resumed meeting is to take place. The form is only valid for the meeting in respect of which it is given including any resumed meeting after an adjournment.

- For the avoidance of doubt, a proxy does not have to be a member of the company.
- When sending out the notice of the general meeting, the company will also send out a proxy form appropriately worded for each member and member organisation.

## **21A WRITTEN RESOLUTIONS**

A resolution may be proposed as a written resolution by the directors or members of the company. A written resolution shall have effect as if passed (as the case may be) by the company in a general meeting. The resolution shall be sent in hard copy form or by electronic mail or by giving notice on the website, or by all three methods. Members may vote in hard copy form or by electronic mail or in both forms, each member having one vote. The vote must be an authenticated document i.e. it must be clear from whom it comes and it must be clear that the person from whom it comes is a member of the company. An ordinary resolution may be passed by a simple majority of the membership. A special resolution may be passed only by a majority of 75% of the eligible membership i.e. it must be passed by a majority of 75% of the members who have been sent the resolution and invited to vote on it.

Note that a resolution to terminate a director's appointment must be taken to a general meeting and cannot be dealt with by way of a written resolution.

## **DIRECTORS**

### **22. Number**

- The number of directors shall never be less than three. Unless decided differently by the members in a general meeting the minimum shall be six and the maximum shall be fifteen. Directors must be at least eighteen years' old.
- The first directors shall be the people named as subscribers in the Statement delivered to the Registrar of Companies pursuant to Section 9 of the Act.
- 50% plus one of the directors shall be from organisations that represent the interests of disadvantaged people. Also, as far as is possible, one director shall be a representative of an organisation representing women's issues and one of an organisation representing issues of disability.
- A maximum of three directors may be individual members of the company



- The members shall elect a Chair, a Vice-Chair and a Treasurer at the Annual General Meeting having first elected the directors. They shall be the honorary officers.

### **23. Nomination**

- No person shall be eligible for election to the Board of Directors unless at least seven days before the date of the meeting the Secretary has been given notice in writing in the prescribed form of his/her intention to stand for election. The nomination paper must have a proposer and a seconder.
- The directors shall decide what the nomination paper will look like and in which languages it will be distributed.

### **24. Vacancies**

The remaining directors may appoint a member of the company to fill a vacancy on a temporary basis if one of the directors resigns.

Anyone so appointed shall remain in office only until the return of the director being replaced or until the next Annual General Meeting, whichever is sooner, when he/she must stand down. He/she may also be removed from office or may have to give up his/her office should one or more of the events set out in Article 28 happen. He/she shall be eligible for election subject to the rules set out below.

In the event of there being more than one vacancy and/or there being no possibility of forming a quorum there must be a General Meeting called to elect new directors. No business shall be lawfully transacted whilst such a meeting is pending, except for the acceptance of persons into membership.

### **25. Eligibility**

- No person who is not a member of the company, or who is not a representative of a member organisation of the company, shall be a director.
- Persons with a particular skill to contribute to the company may be invited from time to time to attend and advise the Board of directors or Sub-Committees but shall not be entitled to vote.

### **26. Duties**

- The directors shall manage the business of the Company. Directors must exercise reasonable care, skill and diligence (Section 174 of the Act).

- They may do all such acts and exercise all such powers as are not required by law or by the Memorandum and Articles of Association to be done by a General Meeting.

## **27. Frequency of meetings**

- The directors shall meet six times a year or more or less often if they so decide.

## **28. Disqualification**

- A director must vacate his/her office if:
  - a) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally
  - b) he/she ceases to be a member of the company
  - c) he/she gives written notice of resignation
  - d) being a representative of an organisation, he/she ceases to be that organisation's representative or that organisation ceases to be a member
  - e) he/she fails without giving a reason to attend three consecutive directors' meetings
  - f) he/she ceases to hold office by virtue of any provision of the Act
  - g) he/she becomes prohibited at law from being a director and/or a charity trustee
  - h) he/she has mental health difficulties, is in episode and is sectioned
  - i) he/she is convicted of an indictable offence and the conviction is not spent

For the avoidance of doubt, if the directors pass a resolution that it is in the best interests of the company that the membership of a director is terminated that director will cease being a director. The director must be given at least 21 days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is being proposed. The director must be allowed to defend himself or herself at the meeting. The director may appoint a representative, who does not have to be a member of the company.

- In addition, pursuant to Section 168 of the Act, the company may by ordinary resolution at a General Meeting remove any director before the expiration of the period of office.

- The directors may replace him/her by another director by ordinary resolution. Any director so chosen shall hold office for the remainder of the previous director's term in office, but subject to the disqualification rules.
- A director shall not vote in respect of any contract in which the member is interested or any matter arising from it, and if a director does so vote that vote shall not be counted. A director must vacate his or her office if he or she is directly or indirectly interested in any contract with the company and fails to declare the nature of his or her interest as required by Section 182 of the Act.
- A director who is in breach of the Code of Conduct at a meeting of the directors may be suspended from the meeting by a simple majority of those present and voting and may also be suspended from the next meeting

## **29. Rotation of directors**

- At the first Annual General Meeting the directors shall all retire from office. The retiring directors shall be eligible for re-election.
- At the second and then every other Annual General Meeting one third or the number nearest to one third of the directors shall retire from office. Those who retire shall be those who are longest in office.
- The retiring directors shall be eligible for re-election except if they have failed without good reason to attend 25% or more of the directors' meetings over the period of their appointment. They shall be entitled to stand for election at a subsequent Annual General Meeting.
- A director who has been elected for six consecutive years must stand down at the end of the sixth year for at least two years before being eligible to stand for election again. The period of six years shall be measured from the date this Memorandum and Articles of Association is adopted in a general meeting.

## **DIRECTORS' MEETINGS**

### **30. General**

- The directors shall regulate their meetings as they think fit and shall determine the quorum necessary for the transaction of business.
- A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities and powers by or under the regulations of the company for the time being vested in the directors.
- Any acts done in good faith by any meeting of the directors shall be valid even if it is afterwards discovered that there was some defect in the appointment or

continuance in office of any person acting as a director or that the person is a disqualified person ***provided that*** the directors were unaware of the problem and acted immediately they became aware of it.

- The company may from time to time in a General Meeting increase the number of directors and make rules for their rotation. Should the company propose changing the rules for directors' rotation they should first seek advice from the Charity Commission or from a legal advisor to ensure that the proposal does not conflict with these Articles
- Directors may take part in meetings by videolink or teleconferencing and may vote on resolutions by post or proxy

### **31. Quorum**

- For a meeting to have a quorum there shall be at least five directors present. The directors may decide upon a particular number for the quorum from time to time but the number must never be fewer than three.

### **32. Voting**

- A majority of directors entitled to vote may decide questions but every effort shall be made to decide questions unanimously.
- In the case of a tie, the Chairperson of the meeting shall have a second or casting vote.

### **33. Timing of next meeting**

- The directors shall decide when their next meeting is to take place. Any three directors may instruct the Secretary or the Chief Executive or another person designated by the directors at any time upon seven days notice in writing to call a meeting of the directors.

### **34. Directors who are outside the U.K**

- A director who is temporarily outside the United Kingdom is not entitled to receive notice of the meeting or cast a vote unless the directors have agreed the contrary before he/she leaves the United Kingdom.

### **35. Honorary Officers**

- Should an honorary officer resign or be removed during his or her term of office, the directors shall choose a replacement. He or she may remain in post only until after the first Management Committee after the Annual General Meeting.

### **36. Chairperson's Powers**

- The Chairperson, in consultation with the Treasurer, shall have the authority in the period between meetings of the directors to allow actions that would normally be authorised only by the directors ***provided that*** such actions cannot wait their next meeting. All such actions must be reported to the directors at their next meeting.

### **37. Retirement of the Chairperson**

- A Chairperson who has been in office for six consecutive years must stand down for at least 12 months before being eligible to stand for office again as Chairperson.

### **38. Records**

- The directors shall keep proper written records of all their decisions and a proper written record of who was present at each meeting.
- The directors shall cause proper minutes to be kept of all appointments of officers made by them and of the proceedings of all their meetings and all business transacted at such meetings.
- All such records including details of who was present at each meeting and minutes shall be entered in books provided for the purpose.
- Any record signed by the Chairperson of the meeting shall be evidence of what happened at the meeting without the need for any further proof of the facts stated in it.
- A resolution in writing signed by all the directors shall be as valid as if it had been passed at a meeting.

## **THE SECRETARY**

### **39. General**

- The company may have a Secretary.
- The directors may appoint the Secretary for such time and at such remuneration and upon such conditions as they think fit, and they may remove any Secretary so appointed.
- The members in a general meeting may determine some other system of appointment.

- The provisions of Sections 270 and 274 of the Act shall apply and be observed.
- The Secretary may also be a director in which case the Secretary shall not be paid except in respect of out-of-pocket expenses.

## **ACCOUNTS**

### **40. Type**

- The directors shall cause accounting records to be kept in accordance with the requirements of Part 15 of the Act and the Charities Acts.
- The company shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act and the Charities Acts.

### **41. Location**

- The accounting records shall be kept at the Office and may not be removed from the Office except by the Auditors/independent examiners as is necessary.

### **42. Availability**

- The accounting records shall always be open to inspection by the directors. The directors shall decide upon what conditions inspection of the accounting records shall be available to members of the company.

### **43. Annual Accounts and Report**

**The directors shall cause accounting records to be kept in accordance with Sections 386 – 388 of the Act.**

- The company shall send a copy of the Annual Accounts together with a copy of the Annual Report for that financial year and a copy of the Auditors' report [if any] on those accounts to the auditors.
- They must also be sent to every person entitled to receive them in accordance with Section 423 of the Act not less than 21 days before the date of the meeting at which those documents are to be considered in accordance with Section 437 of the Act.

## **AUDIT**

### **44. Frequency**

- In accordance with the provisions of the Act and the Charities Acts once at least in every year the company's accounts shall be examined and the correctness of the income and expenditure account and balance sheet shall be ascertained by an appropriately qualified person. If the company is legally required to have an auditor, the auditor shall be appointed at the Annual General Meeting.

#### **45. Regulation of Auditors [if any]**

- If the company has auditors, their appointment and duties shall be regulated in accordance with the provisions of the Act.

### **NOTICES**

#### **46. Form**

- A notice may be served by the company upon any member either personally or by sending it through the post in a prepaid envelope by first class post or may be served by electronic mail addressed to the address appearing in the register of members.

#### **47. Geographical area**

- Unless otherwise agreed at a General Meeting, notices will only be sent to members with an address in the United Kingdom.

#### **48. Deemed to be sent**

- Any notice that is posted will be deemed to arrive within two days of being posted.
- A record of posting must be kept as evidence of posting is deemed to be evidence of the notice arriving at its destination.

### **RULES**

#### **49. General**

- The directors shall be entitled to make any rules, regulations or bye-laws to make the running of the company easier or more efficient or which may be necessary to give effect to these Articles.
- Any such rules, regulations or bye-laws must comply with the Act and the Charities Act and complement, not conflict, with these Articles.

- The Company in a General Meeting has the power to change the rules, regulations or bye-laws.

## **DISSOLUTION**

### **50. General**

- Clause 8 of the Memorandum of Association, which refers to the winding up and dissolution of the company, shall have effect as if set out in full again in these Articles.

## **INDEMNITY**

### **51. General**

- In relation to the affairs of the company, subject to any rules in the Act, and without prejudice to any other indemnity to which the directors may be entitled, the company shall indemnify every director, employee, auditor or volunteer of the company against any liability they incur in that capacity in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust
- In relation to the affairs of the company, they are also entitled to indemnity if a Court or the Charity Commission grants them relief from liability for negligence, default, breach of duty or breach of trust relating to the affairs of the company.