

THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
COMPANY NUMBER: 03159029 (REGISTERED CHARITY NUMBER 1065427)

ARTICLES OF ASSOCIATION OF THE HAVEN WOLVERHAMPTON LIMITED  
(Adopted by Special Resolution dated 5 March 2016, as amended by Special Resolutions passed 12 August 2021 and 11 August 2022)

1. The Company's name is The Haven Wolverhampton (and in this document is called "the Charity")

## Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic indication, a fax number, and email or postal address or telephone number for receiving text messages in each case registered with the Charity;

"the articles" means the Charity's articles of association;

"the Charity" means the company intended to be regulated by the articles;

"clear days" in relation to a period of notice means a period excluding;

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

"the Commission" means the Charity Commission for England and Wales; "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Charity;

"the directors" means the directors of the Charity. The directors are Charity trustees as defined by section 97 of the Charities Act 1993;

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

"electronic form" has the meaning given to it in section 1168 of the Companies Act 2006;

"the memorandum" means the Charity's memorandum of association;

"officers" includes the directors and the secretary.

"the seal" means the common seal of the Charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Charity;

"the United Kingdom" means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

## Liability of Members

3(1) The liability of members is limited.

(2) Every member of the Charity promises} if the Charity is dissolved while he or she or it is a member or within 12 months after he or she or it ceases to be a member} to contribute such sum (not exceeding one pound) as may be demanded of him or her to it towards the

payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a member and other costs charges and expenses of winding up} and the adjustments of the rights of the contributories among themselves.

## Objects

4. The relief of poverty and mental and physical illness and the furtherance of education of women and their children who are homeless by reason of adverse circumstances, including maltreatment by their spouses, partners or cohabitees, ill-health or by reason of being remanded on bail by a court or placed on probation and who are in need of help in acquiring a settled way of life by the provision of temporary, residential accommodation or by such other lawful means as may be necessary or desirable to obtain such relief.

## Powers

5. The Charity has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the Charity has power:

(1) To provide a confidential advice and counselling service, either directly or in association with others, to women or children who are experiencing difficulties set out in Paragraph 4 who do not need residential accommodation but who would otherwise be eligible to be assisted by the Charity.

(2) To provide good quality temporary care for such women and children by establishing and maintaining hostels and their accommodation in the City of Wolverhampton, surrounding areas, and other countries.

(3) To raise funds. In doing so, the Charity must not undertake any substantial trading activity and must comply with any relevant statutory regulations;

(4) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(5) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

(6) To borrow money and to charge the whole or any part of property belonging to the Charity as security for repayment of the money borrowed as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage property.

(7) To cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(8) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(9) To acquire, merge with or enter into any partnership or joint venture arrangement with any other organisations with similar objectives.

(10) To set aside income as a reserve against future expenditure and only in accordance with a written policy about reserves;

(11) To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

(12) To:

(a) deposit or invest funds;

(b) employ a professional fund manager; and

- (c) arrange for the investments or other property of the Charity to be held in the name of a nominee or a Trust which supports The Haven Wolverhampton
- (d) In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (13) To provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

## Application of Income and Property

- 6(1). The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)(a) A director is entitled to be reimbursed from the Charity or may pay out of such property reasonable expenses properly incurred by him or her while acting on behalf of the Charity
- (b) A director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in Section 73F of the Charities Act 1993.
- (c) A director may receive an indemnity from the charity in the circumstances specified in Article 56.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of giving them as a bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a director receiving;
- (a) A benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) Reasonable and proper remuneration for any goods or services supplied to the Charity
- (4)(A) No director or connected person may:
- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;
- unless
- (i) the directors obtain the prior written approval from the commission and fully comply with any procedures it prescribes; or
- (ii) the payment is permitted by article 6(4)(B)(a)
- (4)(B)(i) a director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (ii) a director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with and subject to the conditions in Section 73A to 73C of the Charities Act 1993.
- (iii) subject to article 6 (4) (C) a director or connected person provide the Charity with goods that are not supplied in connection with services provided to the Charity by the director or connected person.
- (iv) a director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be below the base rate of a clearing bank to be selected by the directors.
- (v) the directors may arrange the costs out of the funds of the Charity of insurance designed to indemnify their directors in accordance with the terms of and subject to the conditions in section 73F of the Charities Act 1993.
- (vi) a director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- Payment for Supply of Goods only - Controls

(4)(C) The Charity and its directors may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied;

(a) The amount or maximum amount of the payment on goods is set out in an agreement in writing between:

(i) charity or its directors (as the case may be; and

(ii) the director or connected person supplying the goods (the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity.

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

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

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

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

(f) The reason for that decision is recorded by the directors in the minutes.

(g) A majority of the directors then in office are not in receipt of remuneration payments authorised by article (6)(4)(A).

5(a) In sub-Clauses (2)-(4) of this Article 6, "Charity" shall include any company in which the Charity:

(i) holds more than 50% of the shares or

(ii) controls more than 50% of the voting rights when attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) In sub-clause (4) of this article, 6, subclause (2) of article 45 and subclause (2) of Article 46 "connected person" means:

(i) the child, parent, or grandchild, grandparent, brother or sister of the director;

(ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;

(iii) a person carrying on business in partnership with a director or with any person falling within paragraph(i) or (ii) above;

(iv) an institution which is controlled:

(v) by the director or any connected person falling within paragraphs (i), (ii), or (iii) above;

(vi) by two or more persons falling within subparagraph(i) when taken together.

(vii) A body corporate in which:

- the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest or

- two or more persons falling within subparagraph(i) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 schedule 5 to Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

## Members

7(1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisations the total number of which shall not exceed 40 who;

(a) apply to the Charity in the form required by the directors; and

(b) are approved by the directors; and

- (c) if an individual, must be an adult who is interested in furthering the work of the Charity and who is not a paid employee of the Charity.
- (3) There is no fee payable to become or remain a member.
- (4) Every director must be a member.
- (5)(a) The directors may only refuse an application for membership if! acting reasonably and properly! they consider it to be in the best interests of the Charity to refuse the application.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- (c) The directors must consider any written representations the applicants may make about the decision. The directors! decision following any written representations must be notified to the applicant in writing and shall be final.

### Classes of Membership

- 8(1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (b) Any individual who is interested in furthering the work of the Charity and who is not a paid employee of the Charity is entitled to be a non-voting member, and such members shall be called Friends.
- (c) Any organisation which is interested in furthering the work of the Charity is entitled to be a non-voting member, and such members shall be called Friends.
- (d) There is no fee payable to become or remain a Friend.
- (e) The directors may in their absolute discretion appoint individuals to be co-opted onto bodies of the Charity provided that such a person first becomes a Friend.
- (f) Every co-opted person must adhere to the Protocol for Co-optees.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- (3) The rights attached to a class of membership may only be varied if:
  - (a) Three-quarters of the members of that class consent in writing to the variation; or
  - (b) A special resolution is passed at a special general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

### Termination of Membership

- 9. Membership is terminated if:
  - (1) the member dies or if it as an organisation ceases to exist;
  - (2) the member resigns by written notice to the Charity unless after the resignation there would be less than two members;
  - (3) any sum due from the members to the Charity is not paid in full within six months of it falling due;
  - (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) The member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

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

## General Meetings

10(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.

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

## Notice of General Meetings

12(1) The minimum periods of notice required to hold a General Meeting of the Charity are:

(a) twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed by a majority. The number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

(3) The Notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the Notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

(4) The notice must be given to all the members and to the directors and auditors.

13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## Proceedings at General Meetings

14(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) 5 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

(b) 1/10 of the total membership at the time.

(3) The authorised representative of a member organisation shall be counted in the quorum.

15(1) If:

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

(b) during a meeting ceases to be present

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

(2) The directors must reconvene the meeting, and must give at least seven clear days' notice of the reconvened meeting stating the date/ time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for the meeting.

16(1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(2) If there is no such person or he or she is not present within 15 minutes of time appointed for the meeting a director nominated by the directors shall chair the meeting.

(3) If there is only one director at present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it/ the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) For the purpose of urgent business, a meeting will be convened and notified at the following full board meeting.

(4) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

18(1) Any vote at a meeting should be decided by a show of hands, unless before, or on the declaration of the result of a show of hands, a poll is demanded:

(a) by the person chairing the meeting or by electronic means; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing not less than 1/10th of the total voting strength of all the members having the right to vote at the meeting.

(2)(a) The declaration by the person who is chairing the meeting of the result of the vote should be conclusive unless the poll is demanded.

(b) The results of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

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

(b) If the demand for poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made

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

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

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

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

(c) The poll must be taken within 30 days after it has been demanded.

(d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

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

## Contents of proxy notices

- 19(1) Proxies may only be validly appointed by a Notice in writing (a 'Proxy Notice') which:
- (a) states the name and address of the member's proxy; and
  - (b) identifies the person appointed to be that members proxy and the General Meeting in relation to which the person is appointed; and
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - b) appointing that person as a proxy in relation to any adjournment in meeting to which it relates as well as the meeting itself.

- 19A(1) A person who is entitled to attend, speak or vote (either on a show of hands or any poll) at a general meeting remains entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (2) An appointment and a proxy notice may be revoked by delivering to the Charity a notice in writing even by or on behalf of a person by whom or on whose behalf the proxy notice was given.
- (3) An instrument revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## Written Resolutions

- 20(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution, by a majority of not less than 75%) of the members who would have been entitled to vote upon it had been proposed at a general meeting shall be effective provided that:
- (a) a copy of the resolution has been sent to every eligible member; and
  - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - c) it is contained in an authenticated document which has been received and registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies of which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

## Votes of Members



21. Subject to article 8, every member whether an individual or an organisation, shall have one vote.

22. Any objection to the qualification of any vote must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

23(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

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

## Directors

24(1) A director must be a natural person aged 16 years or older.

(2) No-one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 36.

25. The number of directors shall be not less than five but (unless otherwise determined by ordinary resolution) shall not exceed fifteen.

26. The first directors shall be those persons notified to Companies House as first directors of the Charity.

27. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of directors.

## Appointment of Directors

28. At an Annual General Meeting the Charity may by ordinary resolution elect for a three-year term a person who is willing to act to be a director.

29. A retiring Director can be re-elected for a second term of three years, but no more.

30. No person other than a retiring director may be elected a director at any General Meeting unless:

(1) he or she is recommended for re-election by the directors; or

(2) not less than 7 and no more than 35 clear days before the date of the meeting, the Charity is given a notice that:

(a) is signed by a member entitled to vote at the meeting; and

(b) states the member's intention to propose the election of a person as a director; and

(c) contains the details that, if the person were to be elected, the Charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

31 All members who are entitled to receive notice of a general meeting must be given not less than 7, and no more than 28, clear days' notice of any resolution to be put to the meeting to elect a director.

32(1) The directors may co-opt for a three-year term a suitable person who is willing to be a director.

(2) A retiring co-opted Director can be re-appointed for a second term of three years, but no more.

32. The appointment of a director, whether elected or co-opted, must not cause the number of directors to exceed the number fixed as the maximum number of directors.

### Powers of Directors

33(1) The directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### Retirement of Directors

34. The retirement of a director at an Annual General Meeting shall take effect immediately after new directors are elected.

35. Following two consecutive three-year terms, the director must stand down for at least 12 months before she/he can again become a board member (whether elected or co-opted).

### Disqualification and Removal of Directors

36. A director shall cease to hold office if he or she:

(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or

(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory enactment or modification of the revision); or

(3) ceases to be a member of the Charity; or

(4) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs; or

(5) resigns as a director by notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

(6) is absent without permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

## Remuneration of Directors

37. The directors must not be paid any remuneration unless it is authorised by article 6.

## Proceedings of Directors

38(1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any director can call a meeting of the directors.

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

(4) Questions arising at a meeting shall be decided by a majority of votes.

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

(6) This may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

39(1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directives in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be four or the number nearest to one third of the total number of directors whichever is greater, or such larger number as may be decided from time to time by the directors.

(3) A director should not be counted in the quorum present when any decision is made about a matter on which that director is not entitled to vote.

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

41(1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

(2) If no one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair the meeting.

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

42(1) Any resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of the meeting of directors or of a committee of directors and to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of directors or, as the case may be, a committee of directors duly convened and held provided that:

(a) a copy of the resolution is centrally held and submitted to all the directors eligible to vote; and

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

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

## Delegation

43(1) The directors may delegate any of their powers or functions to a committee of two or more directors, but the terms of any delegation must be recorded in the minutes. This will also apply to Working Groups.

(2) The directors may impose conditions when delegating, including the conditions that;

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate.

(b) no expenditure may be accrued on behalf of the Charity except in accordance with a budget previously agreed with the directors.

(3) The directors may revoke or alter any delegation.

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

## Declaration of directors' interests

44(1) A director must declare the nature and extent of any interest, direct or indirect, which he or she has in the proposed transaction or arrangement with the Charity or in any transactional or arrangement entered into by the Charity which has not been previously declared.

(2) A director must absent himself or herself from any discussions of the directors in which it is possible that the conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

## Conflicts of interest

45(1) If a conflict of interest arises for a director because of the duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any of arrangement or transaction affecting another organisation or person;

(b) the conflicted director does not vote in any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

(2) In this article, a conflict of interest arising because of the duty of loyalty owed to another organisation or person refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## Validity of directors' decisions

46(1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

(a) who was disqualified from holding office; or

(b) who had previously retired or had been obliged by the Constitution to vacate office; or

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

despite the vote of such a director being counted in the quorum, provided that the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or a committee of directors if, but for Article 46 (1), the resolution would have been void or if the director has not complied with Article 44.

## Seal

4(1) If the Charity has a seal, it must only be used by the authority of the directors or of a committee of directors authorised by the directors.

(2) The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

## Minutes

48. The directors shall keep minutes of all:

- (a) appointments of officers made by the directors; and
- (b) proceedings at meetings of the Charity; and
- (c) meetings of the directors and committees of directors including:
  - (i) the names of the directors present at the meeting; and
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate, the reasons for the decisions.

## Accounts

49(1) The directors must prepare for each financial year accounts as required by the Companies Acts.

(2) The company must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of Recommended Practice.

(3) The directors must keep accounting records as required by the Companies Acts.

## Annual Report and Return, and Register of Charities

50(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- (a) transmission of the statements of account of the Charity;
- (b) preparation of an Annual Report and its transmission to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## Means of Communication to be used

51(1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Acts 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by or to the Charity.

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

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

- (a) must be in writing; or
- (b) must be given in electronic form.

53(1) The Charity must give any notice to a member either:

- (a) personally; or
- (b) by sending it by posting a prepaid envelope addressed to the member at his or her address; or
- (b) by leaving it at the address of the member; or
- (c) by giving it in electronic form to the members address and requiring electronic notice of receipt.

(2) A member who does not register an address with the Charity, or who registers only a postal address that is not within United Kingdom, shall not be entitled to receive any notice from the Charity.

54. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

55(1) Proof that an envelope containing a notice was properly addressed, prepaid, and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

- (a) 72 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

## Indemnity

56(1) The Charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

(2) In this article a "relevant director" means any director or former director of the Charity.

## Rules

57(1) The Directors may from time to time make such reasonable and proper rules or bylaws as they deem necessary or expedient for the proper conduct of the management of the Charity.

- (2) The bylaws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members;
  - (b) the conduct of members of the Charity in relation to one another and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time of times and for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the directors insofar as such procedure is not regulated by the Companies Acts or by the articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to, or repeal the rules or bylaws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bylaws to the notice of the members of the Charity.
- (5) The rules shall be binding on all members of the Charity.
- (6) No rule or bylaw should be inconsistent with, or shall affect or repeal anything contained in the articles.

## Dissolution

58(1) The members of the Charity may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Charity, after all its debts and liabilities have been paid or provision has been made for them, shall on before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
  - (b) transfer to any Charity or charities for purposes similar to the Objects; or
  - (c) to any Charity or charities are useful particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Charity, the directors of the Charity may at any time before, and in expectation of, its dissolution, resolve that any net assets of the Charity, after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any Charity or charities for purposes similar to the Objects; or
  - (c) to any Charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and, if no resolution in accordance with article 58(1) is passed by the members or the directors, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

## Social Audit

- 59(1) A social audit of the Company's activities may be undertaken annually in addition to the financial audit required by law.
- (2) The role of the social audit shall be to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.

DocuSigned by:

*Navdeep Hear*

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