

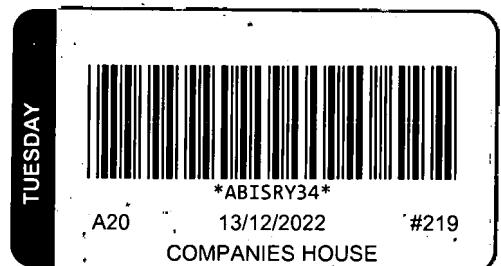
Company No: 03679284

Charity No: 1074036

COMPANIES ACT 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
JERWOOD CHARITY**



Articles of Association
COMPANY LIMITED BY GUARANTEE
JERWOOD CHARITY

1 MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited.
- 1.2 The Charity must maintain a register of members.
- 1.3 **Membership** of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees
 - 1.3.2 is approved by the Trustees with the prior consent in writing of the Group Member
 - 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an **authorised representative**.
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties, provided that the Group Member has provided its prior consent in writing.
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies or (in the case of an organisation) ceases to exist or
 - 1.5.3 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice), provided that this sub-article shall not apply to the Group Member.
- 1.6 Membership of the Charity is not transferable.

2 GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least two (or one half of the members if greater).
- 2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the **Act**, every question is decided by a majority of the votes cast.

- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative) has one vote on each question.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.7 The Charity must hold an **AGM** in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation.
- 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Charity for the previous financial year
 - 2.8.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.8.3 accept the retirement of those Trustees who wish to retire
 - 2.8.4 elect persons to be Trustees to fill the vacancies arising
 - 2.8.5 appoint auditors for the Charity
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
 - and
 - 2.8.7 discuss and determine any question of policy or deal with any other business put before them.
- 2.9 Any general meeting which is not an AGM is an **EGM**.
- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least two members.

3 THE TRUSTEES

- 3.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.
- 3.2 The Trustees when complete consist of at least three and not more than twelve individuals.
- 3.3 The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act who shall be deemed to have been appointed under these Articles. Future Trustees shall be appointed as provided in the Articles.
- 3.4 The Group Member may by notice in writing to the Trustees, signed by its authorised representative, appoint or remove any Trustee at any time.
- 3.5 A Trustee's term of office automatically terminates if he or she:
 - 3.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.5.2 is incapable, whether mentally or physically, of managing his or her own affairs

3.5.3 is absent from six consecutive meetings of the Trustees

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

3.5.5 is removed by the Group Member under article 3.4 or by resolution passed by at least three quarters of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such representations.

3.6 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.

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

4 PROCEEDINGS OF TRUSTEES

4.1 Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may and the Secretary at the request of the Trustee shall, call a meeting of the Trustees.

4.2 A quorum at a meeting of the Trustees is two Trustees.

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

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

4.5 Every question may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature). Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each question.

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

5 POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity:

5.1 to appoint (and remove) any person (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act and to appoint a Chairman, Treasurer and other honorary officers from among their number

5.2 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)

5.3 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings

- 5.4 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.5 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.6 to establish procedures to assist the resolution of disputes within the Charity
- 5.7 to exercise any powers of the Charity which are not reserved to a general meeting.

6 RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of annual reports, returns and statements of account:
- 6.2 The Trustees must keep proper records of all proceedings at general meetings and meetings of the Trustees, reports of Committees and professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

7 NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 7.3.4 as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8 DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9 INTERPRETATION

In the Memorandum in and in these Articles:

9.1 "The Act" means the Companies Act 1985

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

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

"the Commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

"the Group Member" means Jerwood Foundation, a charitable company limited by guarantee with company number 13515955 and registered charity number 119738

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

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

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

"Trustee" means a director of the Charity and 'Trustees' means all of the directors

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year.

9.2 Expressions defined in the Act have the same meaning.

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