

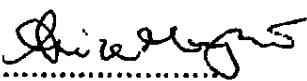
Company no: 03692925
Charity no: 1074891

Companies Acts 1985 and 2006
Written Special Resolution
of
Swanswell Charitable Trust ("the Company")

It is hereby confirmed that the following resolution was duly passed by the Company as a special resolution on 15th December 2016 by way of written special resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2016:

SPECIAL RESOLUTION

That the draft articles of association attached hereto be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of the Company's existing articles of association.

Signed: 

Trustee

Date: 15.12.16



THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
of
SWANSWELL CHARITABLE TRUST**

Company Number: 3692925

Date of Incorporation: 8 January 1999

Charity Registration Number: 1074891

Amended by a special resolution passed on 16 May 2011 and 15 December
2016

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

SWANSWELL CHARITABLE TRUST

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1 1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires.

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,
Articles	means these Articles of Association,
Charities Act	means the Charities Act 1993 including any statutory modification or re-enactment thereof for the time being in force,
Charity	means Swanswell Charitable Trust,
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 day for which it is given or on which it is to take effect,
Charity Commission	means the Charity Commission for England and Wales,
Cranstoun	means Cranstoun, a charitable company limited by guarantee, registered in England and Wales with company number 03306337 and charity number

1061582, whose registered office is at Thames Mews, Portsmouth Road, Esher, Surrey, KT10 9AD,

Director	means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are charity trustees as defined in the Charities Act,
document	includes, unless otherwise specified, any document sent or supplied in electronic form,
electronic form	includes electronic means (for example, e-mail or fax) or any other means while in electronic form (for example, sending a disk through the post),
Member	means Cranstoun,
Memorandum	means the memorandum of association of the Charity,
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229)
Objects	the objects of the Charity as set out in Article 4,
Ordinary Resolution	means a resolution (of the Members or, if applicable, a class of the Members) that is passed <ol style="list-style-type: none">(i) if a written resolution, by members representing a simple majority of the total voting rights of eligible members,(ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote,(iii) on a poll at a meeting, by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance,
proxy notice	has the meaning given in Article Error! Reference source not found. ,
Seal	means the common seal of the Charity,
Secretary	means any person appointed to perform the duties of the secretary of the Charity,

Special Resolution	means a resolution (of the Members or, if applicable, a class of the Members) passed <ul style="list-style-type: none"> (i) if a written resolution, by members representing not less than 75% of the total voting rights of eligible members, (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote, (iii) on a poll at a meeting, by members representing not less than 75% of the total voting rights of the members who (being entitled to do so) vote in person, by proxy or (if applicable) in advance;
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland, and
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

- 1 2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 1 3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine
- 1 4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1 5 The Model Articles shall not apply to the Charity

CHARITY DETAILS

2 Name

The name of the Charity is Swanswell Charitable Trust.

3 Registered office

The registered office of the Charity is to be situated in England and Wales

OBJECTS AND POWERS

4 Objects

The Charity's objects are restricted specifically to the following

- 4 1 To promote education and training, relieve sickness and old age, preserve and protect good-health and to provide facilities in the interest of social welfare for recreation and other leisure-time occupation with the object of improving the conditions of life of the public living or working in the Midlands and in such other area within England and Wales as the Charity from time to time in general meeting shall consider appropriate **(The Area Of Benefit)**
- 4 2 In particular but not exclusively to provide for those who are suffering from, or who have suffered from alcohol or drug abuse of any sort
- 4 3 To advance the education of such persons, their relatives and carers, persons working in the fields of alcohol and drug abuse mental health and the general public by the provision of advice, counselling and training
- 4 4 To assist persons suffering from disability of any form to achieve a full and settled way of life in the community within the Area of Benefit and where appropriate to assist such persons to obtain employment

5 Powers

In furtherance of the Objects, but not further or otherwise, and in addition to any other powers it may have the Charity shall have power

- 5 1 to promote and to organise co-operation in the achievement of the same locally and to that end to bring together representatives of voluntary agencies, statutory authorities and individuals engaged in the furtherance of the project,
- 5 2 to promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities of any kind,
- 5 3 to accept any gift or transfer of money or any other property whether or not subject to any special trust,
- 5 4 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations,
- 5 5 to purchase or form trading companies alone or jointly with others,
- 5 6 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate,
- 5.7 to maintain, alter or equip for use any real or personal estate,
- 5 8 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest,

- 5 9 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity,
- 5 10 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5 11 to make grants or loans of money and to give guarantees and become or give security for the performance of contracts;
- 5 12 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise,
- 5 13 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects,
- 5 14 to acquire or merge with any other charity,
- 5 15 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects,
- 5 16 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects,
- 5 17 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy,
- 5 18 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a financial expert (as defined in Article 5 19) and having regard to the suitability of investments and the need for diversification,
- 5 19 to delegate the management of investments to a financial expert but only on terms that
 - 5 19 1 the investment policy is set down in writing for the financial expert by the Directors,
 - 5 19 2 make provision for appropriate and regular reporting obligations to the Directors or to a committee authorised by the Directors to receive such reports in respect of all transactions,
 - 5 19 3 the performance of the investments is reviewed regularly with the Directors,
 - 5 19 4 the Directors shall be entitled to cancel the delegation arrangement at any time,
 - 5 19 5 the investment policy and the delegation arrangement are reviewed at least once a year,
 - 5 19 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and

5 19 7 the financial expert must not do anything outside the powers of the Directors,

and **financial expert** means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments,

5 20 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a financial expert (as defined in Article 5 19) acting under their instructions and to pay any reasonable fee required,

5 21 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required,

5 22 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity

5 22 1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Charity but not extending to

(a) any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not,

(b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors,

(c) any liability to pay a fine or regulatory penalty

5 22 2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation,

5 23 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there,

5 24 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants,

- 5 25 to enter into contracts to provide services to or on behalf of other bodies,
- 5.26 to establish subsidiary companies to assist or act as agents for the Charity;
- 5 27 to publish or distribute information;
- 5 28 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others,
- 5 29 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media,
- 5 30 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research,
- 5 31 to invite and appoint an appropriate person or persons to be patron, president or vice president of the Charity,
- 5 32 to act as trustee of any trust,
- 5 33 to make any charitable donation either in cash or assets,
- 5 34 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity,
- 5 35 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity,
- 5.36 to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects
- 6 2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Charity This does not prevent a Member who is not also a Director of the Charity receiving
 - 6 2 1 a benefit from the Charity in the capacity of a beneficiary of the Charity,

- 6 2 2 reasonable and proper remuneration for any goods or services rendered to the Charity,
- 6 2 3 interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater,
- 6 2 4 reasonable and proper rent for premises demised or let to the Charity,
- 6 2 5 any premium in respect of insurance to cover any of the liabilities specified in Article 5

A Member who is also a Director may only receive a benefit, directly or indirectly, in accordance with Article 6 3 below

6 3 A Director

- 6 3 1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity,
- 6.3 2 may receive an indemnity from the Charity in accordance with Article 24,
- 6.3 3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5,

subject thereto, and to Article 8, no Director may receive any payment or other material benefit, directly or indirectly, from the Charity unless

- 6 3 4 the payment is expressly permitted in Article 6 4 below and the conditions set out in Article 6.5 are followed; or
- 6 3 5 the Directors obtain the prior written approval of the Charity Commission

6 4 A Director may directly or indirectly

- 6 4 1 receive a benefit in the capacity of a beneficiary of the Charity,
- 6 4 2 enter into a contract for the supply of services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Director,
- 6 4 3 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater,
- 6 4 4 receive reasonable and proper rent for premises demised or let to the Charity,

and a company of which a Director is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are

listed on a recognised stock exchange and the Director holds no more than 1% of the issued share capital of that company

6 5 The authority in Article 6 4 above is subject to the following conditions being satisfied.

6 5 1 the remuneration or other sums paid to or for the benefit of the Director do not exceed an amount which is reasonable in all the circumstances,

6.5.2 prior to any payment being made to the Director or for his benefit (other than in his capacity as a beneficiary) an appropriate written contract is concluded between the Director (or relevant person) and the Charity containing the full details of his duties and obligations to the Charity the amount of remuneration payable to him and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person,

6 5 3 the other Directors are satisfied that it is in the interests of the Charity to contract with that Director (or relevant person) rather than with someone who is not a Director (or relevant person). In reaching that decision the Directors shall balance the advantage of contracting with the Director (or relevant person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests),

6 5 4 a majority of the Directors then in office are not in receipt of such payments,

6 5 5 the provisions of Article 7 3 below are observed in relation to any discussions of the Directors concerning that Director's interest, his remuneration or any variation of his remuneration,

and, in this Article, where Article 6 4 applies in respect of a Director indirectly, a **relevant person** is a person (other than the Director) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6 4 2, 6.4 3 or 6 4 4 as the case may be

7 Conflicts of interests

7 1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Director concerned shall

7 1.1 declare an interest at or before any discussion on the item,

7 1 2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information,

- 7 1 3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- 7 1 4 withdraw during the vote and have no vote on the item
- 7 2 Articles 7 1 2 to 7 1 4 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles
- 7 3 If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7 4
- 7 4 A conflict of interests may only be authorised under Article 7 3 if
 - 7 4 1 the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying,
 - 7.4 2 the procedures of Article 7 1 are followed in respect of the authorised conflict, and
 - 7 4 3 the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict
- 7 5 Where a conflict is authorised in accordance with Articles 7.3 and 7.4 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director and may impose conditions on the authorisation

8 Charging article

Notwithstanding any other provision of the Articles, any firm, company or organisation which possesses specialist skills or knowledge required by the Charity for its proper administration may charge and be paid reasonable charges for work of that nature done by it notwithstanding that one or more of the Directors of the Charity is a director or other senior officer, partner, member or employee of that firm, company or organisation and such charges may include charges in respect of work carried out by such Director

9 Limited liability of Members

The liability of the Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for:

- 9 1 payment of the debts and liabilities of the Charity contracted before he ceases to be a Member,

- 9 2 payment of the costs, charges and expenses of winding up, and
- 9 3 adjustment of the rights of the contributories among themselves

10 Surplus assets

- 10 1 If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Charity (the **Charity's surplus assets**), the same shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred in accordance with this Article
- 10 2 The Members of the Charity may at any time before, and in expectation of, its dissolution resolve that the Charity's surplus assets shall on or before the dissolution of the Charity be applied or transferred in any of the following ways
 - 10 2 1 directly for one of more of the Objects, or
 - 10 2 2 to any one or more charitable purposes which are similar to the Objects
- 10 3 Subject to any such 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 the Charity's surplus assets shall on or before dissolution of the Charity be applied or transferred in any of the following ways.
 - 10 3 1 directly for one of more of the Objects; or
 - 10 3 2 to any one or more charities for purposes which are similar to the Objects
- 10.4 In the event of no resolution being passed by the Members or the Directors in accordance with this Article on the winding-up or dissolution of the Charity, the Charity's surplus assets shall be applied for charitable purposes as directed by the Court or the Charity Commission
- 10 5 If the Charity is a trustee of any trusts at the time it is wound up or dissolved, the Charity shall procure the appointment of a new trustee or trustees of those trusts in the place of the Charity

MEMBERSHIP

11 Members

- 11 1 Every member of the Charity on the date on which these articles of association come into force shall automatically cease to be a member of the Charity upon the entry of Cranstoun into the register of members of the Charity, so that Cranstoun shall become the sole member of the Charity Membership of the Charity is not transferable
- 11.2 The Member may take decisions without holding a general meeting or passing a written resolution, provided that an authorised representative of the Member provides to the Directors details of a decision within 14 days of the date that the decision is taken

- 11 3 The Member may also take decisions
- (a) by passing a written resolution in accordance with the provisions of the Companies Acts, or
 - (b) by passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Acts
- 11 4 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts

DIRECTORS

12 Directors

- 12 1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be twelve and the minimum number of Directors shall be three
- 12 2 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors

13 Appointment of Directors

- 13 1 The Member shall be entitled to appoint and remove the Directors
- 13 2 Any appointment or removal of a Director shall be in writing and signed by an authorised representative on behalf of the Member and served on the Charity at its registered office or delivered to a duly constituted meeting of the Directors. Any such appointment or removal shall take effect when received by the Charity or at such later time as shall be specified in such notice
- 13 3 A Director may not act as a Director unless he or she has signed a written declaration of willingness to act as a Director
- 13 4 A Director's term of office as such automatically terminates if he or she
- (a) is disqualified under the Charities Act from acting as a charity trustee,
 - (b) is incapable, whether mentally or physically, of managing his/her own affairs,
 - (c) ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director,
 - (d) resigns his or her office by notice to the Charity, or
 - (e) is removed by the Member
- 13 5 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

14 Powers and duties of the Directors

- 14 1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity
- 14 2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution
- 14 3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors

15 Proceedings and decisions of the Directors

- 15 1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit
- 15 2 The Directors shall meet as regularly as is necessary to properly conduct the business of the Charity
- 15 3 A meeting of the Directors:
 - 15 3 1 may be called by any Director, and
 - 15 3 2 shall, at the request of a Director, be called by the Secretary (if any)
- 15 4 Notice of any meeting of the Directors must indicate
 - 15 4 1 its proposed date, time and subject matter,
 - 15 4 2 where it is to take place, and
 - 15 4 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 15 5 In fixing the date and time of any meeting of the Directors, the Director calling it shall try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it
- 15 6 Notice of a meeting of the Directors must be given to each Director, but need not be in writing
- 15.7 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

- 15 8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 15 9 Any Director may participate in a meeting of the Directors by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting
- 15 10 In relation to the quorum for a meeting of the Directors
- 15.10.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process,
- 15 10 2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than one third of all the Directors or three Directors, whichever shall be greater;
- 15 10 3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
- 15 10.3 1 to appoint further Directors, or
- 15 10 3 2 to call a general meeting so as to enable the Members to appoint further Directors,
- 15 10 4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 15 11 Questions arising at a meeting shall be decided by a majority of votes
- 15.12 At their first meeting the Directors shall elect a chairman and vice-chairman from among their number and shall determine the period for which they are to hold office
- 15 13 If at any meeting neither the chairman nor the vice-chairman is present within ten minutes after the time appointed for holding the same, or if there is no chairman or vice-chairman, the Directors present shall choose one of their number to chair the meeting
- 15 14 In the case of an equality of votes, the chairman shall have a second or casting vote But this does not apply if, in accordance with the Articles, the chairman is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes No Director in any other circumstances shall have more than one vote
- 15 15 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that

15 15.1 there was some defect in the appointment of any such Director or person acting as a Director, or

15 15.2 they or any of them were disqualified, or

15 15.3 they or any of them were not entitled to vote on the matter,

be as valid as if every such person had been duly appointed and was qualified to be a Director

15 16 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors

15 17 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Directors and shall indicate the name of the Charity All cheques and orders for payment of money from such account shall be signed by two people as authorised by the Directors.

15 18 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors

16 Delegation by the Directors

16 1 The Directors may delegate any of their powers to any committee consisting of two or more Directors

16 2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that

16 2 1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate,

16 2 2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

16.3 Subject to and in default of any other terms imposed by the Directors:

16 3 1 the chairman and vice-chairman shall be ex-officio members of every committee appointed by the Directors,

16 3 2 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee,

16 3 3 a committee may elect a chairman of its meetings, if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting,

- 16 3 4 a committee may meet and adjourn as it thinks proper,
- 16 3 5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
- 16 3 6 in the case of an equality of votes the chairman of the committee shall have a second or casting vote,

and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors

- 16 4 The terms of any delegation to a committee shall be recorded in the minute book
- 16 5 The Directors may revoke or alter a delegation
- 16 6 All acts and proceedings of committees shall be reported to the Directors fully and promptly

17 Delegation of day to day management

- 17 1 The Directors may delegate day to day management and administration of the Charity to one or more managers
- 17 2 In respect of each manager the Directors shall
 - 17 2 1 provide a description of the manager's role, and
 - 17 2 2 set the limits of the manager's authority.
- 17 3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role

SECRETARY, MINUTES AND SEAL

18 Secretary

- 18 1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit Any Secretary so appointed by the Directors may be removed by them
- 18 2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles

19 Minutes

- 19 1 The Directors shall ensure that the Charity keeps records, in writing, comprising
 - 19 1 1 minutes of all proceedings at general meetings,

- 19.1 2 copies of all resolutions of Members passed otherwise than at general meetings,
 - 19 1 3 details of appointments of officers made by the Directors, and
 - 19 1 4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting
- 19 2 The Directors shall ensure that the records comprising 19 1 1 and 19 1 2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be

20 The Seal

- 20 1 The Directors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Directors or of a committee authorised by the Directors on its behalf. 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 at least one authorised person in the presence of a witness who attests the signature
- 20 2 For the purposes of this Article, an authorised person is
- 20 2 1 any Director,
 - 20 2 2 the Secretary (if any), or
 - 20 2 3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied

ACCOUNTS AND AUDIT

21 Accounts

- 21 1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of
- 21 1 1 annual reports,
 - 21 1 2 annual returns, and
 - 21 1 3 annual statements of account
- 21 2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide
- 21 3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director or Member on request, and within two months of the request

to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request

22 Audit

Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act

COMMUNICATION

23 Means of communication

23 1 Subject to the Articles, the Charity may deliver a notice or other document to a Member

23.1 1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act,

23.1 2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act,

23 1.3 by fax to a fax number notified by the Member in writing,

23 1 4 in electronic form to an address notified by the Member in writing,

23 1 5 by a website, the address of which shall be notified to the Member in writing, or

23 1 6 by advertisement in at least two national newspapers

23 2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

23 3 If a notice or document:

23 3 1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member

23 3.2 is sent by post or other delivery service in accordance with Article 23.1.2 above it is treated as being delivered

23 3 2 1 24 hours after it was posted, if first class post was used; or

23 3 2 2 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was

- 23.3 2.3 properly addressed; and
- 23 3 2 4 put into the postal system or given to delivery agents with postage or delivery paid.
- 23 3 3 is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent
- 23 3 4 is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent
- 23 3 5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website
- 23 4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers

INDEMNITY

24 Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act

RULES AND BYELAWS

25 Rules or byelaws

- 25 1 The Directors may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate
 - 25 1 1 the rights and privileges of Members and the conditions of membership,
 - 25 1 2 the conduct of Members in relation to one another and to the Charity's employees and volunteers,

- 25 1 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
- 25 1 4 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles,
- 25 1 5 the rights and role of the patron, president and/or vice president (if any), and
- 25 1 6 the role of the treasurer and vice chairman
- 25 2 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them
- 25 3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles