

**THE COMPANIES ACT 2006 AND THE CHARITIES ACT 2016**

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

**MEMORANDUM OF  
ASSOCIATION OF  
CATALYST STOCKTON-ON-TEES**

- 1 The name of the Charity will be 'Catalyst Stockton-On-Tees'.
- 2 The registered office of the Charity will be situated in England.
- 3 The objects for which the Charity is established are primarily within the Borough of Stockton-On-Tees and the Tees Valley and surrounding environs ('The Area of Benefit'):
  - 3.1 To promote all or any Charitable purposes for the benefit of the Community within the Area of Benefit and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness.
  - 3.2 To build the capacity of Voluntary, Community and Social Enterprise sector organisations and provide them with the necessary support, information and services to enable them to pursue or contribute to any charitable purpose; provided that in pursuing the objects.
  - 3.3 To promote community cohesion; to promote; organise and facilitate co-operation and partnership working between Voluntary, Community and Social Enterprise sector, statutory and other relevant bodies in the achievement of the above purposes within the area of benefit.
  - 3.4 Without limitation to the generality of the foregoing to provide support for organisations with Charitable objects in order to assist these organisations in their charitable work.
  - 3.5 To promote and organise co-operation in the advancement of these purposes and to bring together in Council representatives of the voluntary organisations, statutory authorities and individuals within the Area of Benefit.
- 4 The Charity shall have the following powers exercisable in furtherance of the said object but not otherwise, namely:
  - 4.1 To promote, provide and carry on to assist in any way in the promotion, provision and carrying on of facilities of any kind pursuant to the objects set out in Article 3 and to arrange

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and hold meetings, conference and lectures.

- 4.2 Subject to such consents as may be required by Law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects.
- 4.3 Subject to such consents as may be required by Law, to borrow or raise money for the furtherance of the objects of the Charity in such manner on such security as the Charity may think fit and to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future of the Charity.
- 4.4 Subject to such consents as may be required by Law, to commission work to suitable organisations, on behalf of statutory, public, government and other bodies in furtherance with the objects of the Charity in such manner as the Charity may think fit subject to those organisations meeting minimum requirements.
- 4.5 To solicit, receive and accept financial assistance, donations, endowments, gifts (both Testamentary and inter vivos), devises, bequests and loans of money, rents, hereditament and other property whatsoever, real or personal and subject to not to any specific Charitable Trusts or conditions.
- 4.6 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- 4.7 To invest the monies of the Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 4.8 To accept payment for the property or assets sold or otherwise disposed of or dealt with by the Charity, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such Charity or corporation is empowered to issue) of any Charity or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Charity decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired.
- 4.9 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Charity and which by

its governing instrument prohibited the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any such charitable organisation institution, society or body.

- 4.10 To carry out all or any of the objects of the Charity and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise. Provided always that the Charity shall not undertake any activities of a permanent trading nature.
- 4.11 To give reasonable and proper remuneration to any member, officer or servant of the charity (not being a board member) subject to clause 5.2 of the Memorandum of Association.
- 4.12 To engage and pay agents not being member of the Board of Directors of the Charity ('the Board') and to make all reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees, former employees and their widows and other dependants.
- 4.13 To establish and support or aid in the establishment of and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- 4.14 To do all such other lawful things as are necessary to the attainment of the above objects or any of them. Provided that:
  - 4.14.1 In case the Charity shall take or hold any property, which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner allowed by Law, having regard to such trusts.
  - 4.14.2 The Charity's objects shall not extend the regulation of relations between workers and employees or organisations of workers and organisations of employers.
  - 4.14.3 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by Law. As regards any such property the directors of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the administration of such property in the same manner to the same extent as they would have been if no incorporation had been effected. The incorporation of the Charity shall not diminish or impair any control or

authority exercisable by the Chancery Division or the Charity Commissioners (over the Directors or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

- 5 The income and property of the Charity whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or directors of the Charity. Provided that nothing herein shall prevent the payment in good faith by the Charity.
  - 5.1.1 Of reasonable and proper interest on money lent by any member of the Charity, or reasonable and proper rent for premises let by any member of the Charity but that no director or member of the Board and no other person appointed director by them may receive remuneration or be interested in the supply of work or goods at the cost of the Charity.
  - 5.1.2 Of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of the Board) subject to clause 5.2 of the Memorandum of Association.
  - 5.1.3 Of fees, remuneration or other benefit in money or monies worth to any Charity of which the Charity may be a member holding not less than 1/100<sup>th</sup> part of the Capital of the Charity.
- 5.2 Any Board Member engaged in a profession may charge and be paid the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Boards to act in a professional capacity on behalf of the Company: provided that at no time shall a majority of the Board benefit under this provision and that a member of the Board shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm is under discussion.
- 6 The liability of the members is limited
- 7 Every member of the Charity 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 payment of debts and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 8 If upon winding up or dissolution of the Charity there remain after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Charity, and which shall profit the

We, the several persons whose names, address and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signature

**Witness Signature:**

**THE COMPANIES ACT 2006**

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

**ARTICLES OF  
ASSOCIATION OF  
CATALYST STOCKTON-ON-TEES LIMITED**

**INTERPRETATION**

**1 In these Articles:**

'the Charity' means the company intended to be regulated by these Articles;

'the Act' means the Companies Act 2006 unless otherwise stated including any statutory modification or re-enactment thereof for the time being in force.

'address' means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a text message number in each case registered with the Charity;

'clear days' in relation to the period of a 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;

'these Articles' means the Articles of Association of the Charity.

'clear days' in relation to a period of notice means the 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.

'executed' means any mode of execution.

'Special General Meeting' shall mean any General Meeting of the Members of the Charity, which is not the Annual General Meeting.

'the Memorandum' means the Memorandum of Association of the Charity.

'office' means the Registered Office of the Charity.

'seal' means the common seal of the Charity, if it has one.

'Secretary' means the secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint assistant or deputy secretary.

'Members' means Members of the organisation either associate or full

'the Board' means the Board of Trustees of the Charity.

'Trustees' means the directors of the Charity

'Board Members' means a Member of the Board.

'the United Kingdom' means Great Britain and Northern Ireland.

Words importing the person only shall include the organisation.

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

## OBJECTS

- 2 The Charity is established for the objects expressed in the Memorandum.

## MEMBERS

- 3 The provisions of Section 112 of the Companies Act 2006 shall be observed
- 4 Anyone can be an Associate Member of the Charity, subject to approval by the Charity Board of Trustees.
- 5 For a Member to have voting rights they must be a full Member unless voted onto the Board of Trustees. In which case they will have full voting rights until they retire from the Board, at which time they will revert back to Associate Member status.
- 6 A full Member must be a constituted VCSE sector organisation, or group operating within the Borough of Stockton-On-Tees.

- 7 Council of Interest representatives will be drawn from full Members, and seats will be allocated as per the Council of Interest governance document.
- 8 Any full Member organisation can nominate to sit as a representative on the Council of Interest.
- 9 Where more than one organisation nominates for a single seat on the Council of Interest the Membership will vote through the process of an election.
- 10 If a seat is awarded through a nomination on the Council of Interest that seat is secure for three years unless the organisation retires.
- 11 The Chair of the Council of Interest will have a place on the Board of Trustee with full voting rights.

## GENERAL MEETINGS OF THE CHARITY

- 12 The Charity shall hold an Annual General Meeting each year in addition to any other meeting in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and the Charity and that of the next
- 13 Provided that, so long as the Charity holds its first Annual General Meeting within fifteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 14 The Annual General Meeting shall be held at such times and at such place as the Board shall appoint.
- 15 The Board may call Special General Meetings when it believes it necessary to do so, and Special General Meetings may also be convened on the requisition of a Trustee pursuant to the provisions of the Act.

## NOTICE OF GENERAL MEETINGS OF THE CHARITY

- 16 An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Special general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is agreed as follows:



- a. in the case of an Annual General Meeting, by all Members entitled to attend and vote, and
- b. in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 20 of the total voting right at the meeting of all Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all Members and to the Board and auditors.

## PROCEEDING AT GENERAL MEETINGS OF THE CHARITY

- 17 No business shall be transacted at any General meeting unless a quorum is present.
- 18 A quorum shall be 20 or one fifth of all Members entitled to vote upon the business to be transacted.
- 19 If:
  - 19.1 the quorum is not present within half an hour of the time appointed for the meeting or,
  - 19.2 during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
- 20 The Chairperson ('the Chair') if any, of the Board or in his/her absence, the Vice- Chairperson, if any, of the Board or in his/her absence, some other Board Member nominated by the other Board Members present shall preside as the Chair of the meeting. But if neither the Chair nor such other Board Member be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board
  - Members present shall elect one of their number to be the Chair, and if there is only one Board Member present and willing to act, he/she shall be the Chair.
- 21 If no Board Member is willing to act as the Chair, or if no Board Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote, shall choose one of their number to be the Chair.

- 22 The Chair may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business that properly might have been transacted at the meeting has an adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 23 No Member shall be entitled to more than one vote at any meeting of the Charity whether or not such representative is also in his/her own right an Individual Member of the Charity.
- 24 A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a. by the Chair, or
  - b. subject to the provisions of Article 17 by at least 6 Members having the right to vote at the meeting; or
  - c. subject as aforesaid by a Member or Members representing not less than one- tenth of the total voting right of all Members having the right to vote at the meeting.
- 25 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 26 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.
- 28 The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

## VOTES OF MEMBERS

- 29 No Member shall be entitled to vote at any general meeting unless any monies then payable by him/her or, in the case of a full Member, by the Group concerned, to the Charity shall have been paid.
- 30 No objection shall be raised to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objections made in due time shall be referred to the Chair whose decision shall be final and conclusive.
- 31 Any Organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity. The organisations must give written notice to the Charity of the name of its representative.

## ANNUAL GENERAL MEETING

- 32 The business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include:
- 32.1 Consideration and, if thought fit, the approval of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors (if required by Charity Law).
- 32.2 Consideration of the Report of the Trustees
- 32.3 Appointment of Trustees
- 32.4 Nomination of Auditors (if required by Charity Law).

## BOARD OF TRUSTEES

- 33 The Board shall at all times comprise of no less than 6 and no more than 9 Trustees.
- 34 At the date of adoption of these Articles the current Trustees are all listed at Appendix 1.

In pursuance of clause 33 advertisements will be placed to attract Trustees to develop a mix of seats on the Board between VCSE and non-sector organisations. There is a desire for a mixed skill sets to include experience of the operation, impact and context of the VCSE sector, research, finance and audit, legal and governance, HR and personnel, marketing and PR, Information and technology, procurement, business management and strategy, training and enterprise, and a nominated representative

from the Local Authority.

- 35 The provision of section 112 of the Companies Act 2006 shall be observed by the Charity and every Member of the Charity shall either sign a written consent or sign the register of Members.
- 36 Advisors can be invited to any Board meeting where specific and relevant agenda items feature. Advisors will not have any voting rights.
- 37 Trusteeship of the Charity is not transferable.
- 38 A person shall cease to be a Trustee if they write to the Chair offering resignation, or the Membership is terminated under Article 47, or subject to Article 46.
- 39 Board Members will agree before the Articles are altered, amended or updated. Until a Board majority ratifies the final amended version the current Articles will stand.
- 40 Until otherwise determined by Members in a general meeting the number of Board Members shall not be less than 6 no more than 12.
- 41 No person who is not a Member of the Charity shall in any circumstances be eligible to hold office as a Board Member.
- 42 The Board may from time to time appoint any Member of the Charity to be a Member of the Board to fill a casual vacancy or by way of addition in accordance with Article 47. Any such Board Member shall only hold office until the next Annual General Meeting, but shall be eligible for re-election through the due process adopted by the company.
- 43 The Charity may from time to time by special resolution increase the maximum number of Board Members.
- 44 The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity.
- 45 The Board may appoint any relevant persons to attend any of its meetings without the power to vote.
- 46 In addition, and without prejudice to the provisions of section 303 of the Act the Charity may by Special Resolution remove any Member of the Board before the expiration of his/her period of office, and may by a Special Resolution appoint another Member in his/her place;

any person appointed will hold office until the next Annual General Meeting but shall be eligible for re-election, through the self-nomination process.

## CONDUCT OF TRUSTEES

- 47 Trustees shall act in accordance with the agreed code of conduct. If any Trustee shall fail to observe any of the Articles or rules of the Company made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail without reasonable excuse to attend three consecutive meetings of the Charity or without any other sufficient reason, or who fails to meet the necessary standards as laid out in the Charities Act 2016, the Board may convene a Special General Meeting of the Charity to consider passing a Special resolution to expel such a Trustee and on such Special resolution being passed the name of the Trustee shall be removed from the register of Trustee and he/she shall cease to be a Trustee.
- 48 Any Trustee who is the subject of a resolution to expel under the terms of the preceding Article, shall be entitled to address the said Special meeting either in person or through a representative.

## POWERS OF THE BOARD

- 49 Subject to the provisions of the Companies Act 2006, the Memorandum and Articles and any directions given by special resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act to the Board, which would have been valid had that alteration not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 50 In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles of the Board shall have the following powers:
- 50.1 To expend the funds of the Charity in such a manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct sales and transposition of such investment and to expend the proceeds of any such sale in furtherance of the said objects;
- 50.2 To enter into contracts, including sub-contracting on behalf of the Charity.
- 50.3 To create such Sub-committees of the Board as the Board shall think appropriate to carry out the business of the Charity provided that any such Sub-committee shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the Sub-committees and their rules and procedures.

- 51 The Board Members all act notwithstanding any vacancy in its body; provided always that in the case of Board Members all at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to membership of the Company, filling up vacancies on the Board or of summoning a General Meeting.
- 52 Board members can ratify through the use of electronic means items raised at a non-quorate meeting provided such electronic ratifications are minuted at the next board meeting.

## APPOINTMENT AND RETIREMENT OF TRUSTEES

- 53 The appointment of Trustees will be made by recommendation to the board from the appointments sub-committee upon receipt of suitable application and an interview. The sub-committee will comprise of three trustees including chair and vice chair and they can invite individuals and organisations to apply to fulfil the skills gap. Where the chair or vice chair are up for reappointment another trustee will substitute on the sub- committee.
- 54 The Local Authority will nominate a representative at its AGM who will be subject to ratification of the full board.
- 55 Trustees may serve for a term of 3 years, and may seek reappointment at an AGM, up to a total of 2 terms comprising of 6 years in total, served consecutively or otherwise, except where resignation due to term expiry would violate Article 33, where all haste must be enacted to meet the requirements of this document.
- 56 Any Board Member retiring by term limit may request to self-nominate within the procedure adopted by the Board to continue the role of Trustee, should this be agreeable by a majority vote, should this ballot result in equal votes the casting votewill lay with the chair, and should their reappointment be acceptable within the terms of Article 55.
- 57 If the Charity at a meeting which a Board Member retires by term limitation, does not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy, or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost, according to the provision of Article 55.
- 58 No person other than a Board Member retiring by term limitation shall be appointed or re-appointed a Board Member at any general meeting unless:
- 58.1 He/she is nominated by the Board, or

58.2 Not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and notice in writing, signed by the person to be proposed, of his/her willingness to be elected.

59 No person may be appointed a Board Member unless:

59.1 He/she has attained the age of 18 years; and

59.2 He/she is a Member of the Charity; and

59.3 If elected, he/she would not have been disqualified under the terms of Article 10, section 154-159 of the Companies Act 2006 (Consequential Amendments and Transactional Provisions Order 2011), or has been disqualified by article 4, section 79 of the Charities Act 2016.

60 Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected.

## DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS

61 A Board Member shall cease to hold office if he/she:

61.1 Ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board Member by reason of Article 10, section 154-159 of the Companies Act 2006 (Consequential Amendments and Transactional Provisions Order 2011), or has been disqualified by article 4, section 79 of the Charities Act 2016 (or any statutory modification or re-enactment of those provision);

61.2 Becomes by reason of mental illness incapable of managing his or her own affairs.

61.3 By notice in writing to the Charity resigns his/her office.

61.4 He/she or the group which he/she represents ceases to be a Member of the Charity

61.5 Is absent without the permission of the Board and without acceptable apology from three consecutive meetings all its meeting whether of the Board or of relevant sub- committee

of the Board.

## EXPENSES OF THE BOARD

- 62 Board Members may with the consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in conjunction with the discharge of their duties, subject to clause 5.2 of the Memorandum of Association.

## PROCEEDINGS OF THE BOARD

- 63 Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit.
- 64 A Board Member may, and the Secretary at the request of three Board Members, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
- 65 The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one third of its number or four Board Members present in person and entitled to vote, whichever shall be the greater provided that there shall be no quorum unless the number of General Members present and entitled to vote shall exceed the number of Individual Members so present.



- 66 The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members is less than the number fixed for the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a general meeting.
- 67 At the first meeting of the Board after the Annual General Meeting of the Charity the Board shall elect the Honorary Officers of the Company who shall hold office until after the conclusion of the next Annual General Meeting of the Company. Honorary Members can hold office for a maximum of 2 consecutive terms after which they need to agree to stand down for a minimum of one term before reappointment. For the purposes of these Articles the expression 'Honorary Officers; shall mean and include the Chairperson, the Vice-Chairperson and the Treasurer.
- 68 The Chairperson of the Company ("the Chair") as elected shall be the Chairperson of its meeting unless and until the Board shall decide otherwise. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present. If neither the Chair or the Vice- Chair are available, or there are no Board Members holding those offices, or, if the Board Members so appointed are unwilling to preside or are not present within fifteen minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.
- 69 The Board may appoint one or more sub-committees consisting of one or more Board Members for the purposes of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee. All acts and proceeding of any such sub- committees shall be fully and promptly reported to the Board whose decision on any recommendations shall be final.
- 70 All acts done by a meeting of the Board, or of a sub-committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member and had been entitled to vote.
- 71 A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a sub-committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a sub-committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
- 72 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payments of money from such account shall be signed by two people out of four people as authorised by the Board.

## SECRETARY

- 73 Subject to the provisions of the Act, the Board shall appoint the Secretary for such term, at such remuneration (if not a Board Member) and upon such conditions as it may think fit and the Board may remove any Secretary so appointed.

## MINUTES

- 74 The Board shall keep minutes in books kept for the purpose;
- 74.1 Of all appointments of offices made by the Board; and
- 74.2 Of all proceeding at meeting of the Charity and of the Board and of sub- committees of the Board including the names of the Board Members present at each such meeting.

## THE SEAL

- 75 If the Charity has a seal the Seal shall only be used with the authority of the Board or of a sub-committee authorised by the Board. The Board may determine who shall sign any instrument to, which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

## ACCOUNTS

- 76 Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.

## ANNUAL REPORTS

- 77 The Board shall comply with all the requirements of the Act and of the Charities Act 2016 with regard to the preparation and submission of an annual report.

## ANNUAL RETURNS

- 78 The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns.

## NOTICE

- 79 Any notice to be given to or by any person pursuant to the Articles shall be in writing.
- 80 The Charity may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to a Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
- 81 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 82 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given, at the expiration of 48 hours after the envelope containing it was posted.

## INDEMNITY

- 83 Subject to the provisions of the Act every Board Member or other office or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he/she is acquitted or in connection with any application in which relief is granted to him by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## RULES

- 84 The Board may from time to time make such rules or bylaws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bylaws regulate:
- 84.1 The admission and classification of the Members of the Charity (including the admission of organisation to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which subscriptions, if any, shall be paid by Members;
- 84.2 The conduct of Members of the Charity in relation to one another and to the employees of the Charity;



Witness Signature: