

Company Number: 04246467

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION OF

DASH ARTS LIMITED

(the Company)

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

DATE OF CIRCULATION: 21 March 2018

WRITTEN RESOLUTION

We, the undersigned, being the members of the Company who, at the date of this Written Resolution, are entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolution as a special resolution and agree that such resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

THAT the Company adopt new articles of association in the form attached to this Written Resolution (the **New Articles**) with immediate effect, the New Articles to replace in their entirety the existing articles of association of the Company.



Dash Arts, Unit 22, Toynbee Studios, 28 Commercial Street, London E1 6AB
020 7377 6606 info@dasharts.org.uk www.dasharts.org.uk

Dash Arts is a company limited by guarantee.
Registered in England No: 4246467 • Charity No: 1089222 • VAT No: 995 350581

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolution by signing and dating this document below.

Signed by:

Rachael Dennis

Date



21st March 2018

Joachim Fleury

Date



21 March 2018

Colin Howes

Date



21 MARCH 2018

John Newbigin

Date



21 March 2018

Magdalena Ziarko

Date

NOTES

- (a) If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either sending it by post or email to the Company's registered office or by hand delivering the signed copy to any one of the Company's directors. If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- (b) Once you have indicated your agreement to the resolution and returned them to the Company, you may not revoke your agreement.
- (c) Unless, by the date 28 days after the date of circulation of this document sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before close of business on this date.
- (d) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

THE COMPANIES ACT 1985 to 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
DASH ARTS LIMITED

(adopted by special resolution passed on 21 March 2018)

1. Name

The name of the company is DASH ARTS LIMITED (the **Charity**).

2. Registered Office

The Registered Office of the Charity is in England & Wales.

3. Interpretation

3.1 In these Articles, unless the context indicates another meaning:

AGM	means an annual general meeting of the Charity;
Annual Retirement Meeting	means the first trustees meeting in 2019 and each subsequent calendar year
the Articles	means the Charity's 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;
Charities Acts	means the Charities Acts 1992 to 2016 including any statutory modification or re-enactment thereof for the time being;
charity trustee	has the meaning given in section 177 of the Charities Act 2011;
clear days	(in relation to notice given under these Articles) means a period excluding: (a) the day on which the notice is given or deemed to be given; and (b) the day for which it is given or on which it is to take

	effect;
Committee Member	means any person, including any Trustee, appointed to a Committee in accordance with Article 16;
the Commission	means the Charity Commission for England and Wales or any body which replaces it;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
connected person	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee. A company with which the Trustee's only connection is an interest of no more than 1% of the voting rights and no more than 1% of the dividend rights is not to be regarded as a connected person;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	means a document sent or supplied by electronic means (for example, by e-mail or fax), or by any other means while in an electronic form (for example, sending a disk by post);
electronic means	has the meaning given in section 1168 of the Companies Act 2006;
Members	means those persons listed in the Charity's Register of Members;
the seal	means the common seal of the Charity if it has one;
Secretary	means any person appointed to perform the duties of the company secretary of the Charity from time to time;
the Trustees	means the directors of the Charity from time to time;
the United Kingdom	means Great Britain and Northern Ireland;
year	means calendar year; and
writing or written	means printing, typewriting, lithography, photography and any other mode or modes (including electronic modes) of representing or reproducing words in a legible and non-transitory form.

- 3.2 The Articles are to be interpreted without reference to the model articles under the Companies Act 2006, which do not apply to the Charity.

3.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

3.4 Words or expressions contained in the Articles and not otherwise defined which are defined in the Companies Acts (but excluding any statutory modification not in force when this constitution becomes binding on the Charity) shall have the same meaning.

3.5 Apart from the exception mentioned in the previous Article a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

4. Objects

The objects of the Charity (the **Objects**) are the advancement of education in contemporary culture and of cross-cultural dialogue and understanding by means of the encouragement of the arts, including (but not limited to) the provision of performances and events of multi-ethnic or international theatre, music, dance and art.

5. Powers

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

6. Application of income and property

Subject to Article 7, 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 any member of the Charity.

7. Benefits and payments to charity trustees and connected persons

7.1 The property and funds of the charity must be used only for promoting the Objects and do not belong to the Members of the Charity but:

7.1.1 Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;

7.1.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity; and

7.1.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity.

7.2 A Trustee or connected person must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

7.2.1 as mentioned in Clauses 7.1.2, 7.1.3 or 7.3;

7.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;

7.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

- 7.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; or
 - 7.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 7.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
 - 7.3.1 the goods or services are actually required by the Charity;
 - 7.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Clause 7.4; and
 - 7.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
- 7.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 7.4.1 declare an interest at or before discussion begins on the matter;
 - 7.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 7.4.3 not be counted in the quorum for that part of the meeting; and
 - 7.4.4 withdraw during the vote and have no vote on the matter.
- 7.5 In the event that a Trustee has, or could have, a direct or indirect interest that conflicts, or may conflict, with the interests of the Charity, the Trustees not so conflicted shall have the power to authorise such conflict, provided that:
 - 7.5.1 the conflicted Trustee does not vote on such matter and is not counted when considering whether a quorum of Trustees is present at the meeting at which such matter is considered;
 - 7.5.2 the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interests; and
 - 7.5.3 such conflict does not involve a direct or indirect benefit of any nature to a Trustee or connected person.
- 7.6 This Article may not be amended without the prior written consent of the Commission.

8. Liability of Members

The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

- (a) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

9. Membership

9.1 The Charity must maintain a register of Members (**Register of Members**).

9.2 The Members at the date of adoption of these Articles are the Trustees.

9.3 Unless the Trustees otherwise determine by ordinary resolution, a person is deemed to have applied for membership of the Charity, and that application is deemed to have been accepted by the Trustees, upon the appointment of that person as a Trustee without any further formality (including, without limitation, signing the Register of Members or applying or consenting in writing to become a Member).

9.4 Membership is terminated if the member concerned:

- 9.4.1 gives seven clear days' written notice of resignation to the Charity, unless, after the resignation, there would be less than two Members;
- 9.4.2 dies or (in the case of a legal person) ceases to exist;
- 9.4.3 is removed from membership by special resolution of the Charity on the recommendation 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); or
- 9.4.4 ceases to be a Trustee.

9.5 Membership of the Charity is not transferable.

10. General Meetings

10.1 Members are entitled to attend general meetings either in person or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

10.2 The Trustees may call a general meeting at any time on at least fourteen (14) clear days' written notice.

10.3 A general meeting may be called by shorter notice if so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

10.4 The notice must specify the date, time and place of the meeting, the general nature of the business to be transacted and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in a general meeting to such persons as are under the Articles, entitled to receive such notice from the Charity. The notice should also

contain a statement setting out the rights of the Members to appoint a proxy under section 324 Companies Act 2006 and Article 12.

10.5 Members may also require general meetings to be convened, or, in default, may convene general meetings as provided by the Companies Acts 2006.

10.6 Notice of every general meeting shall be given in a manner authorised under Article 18 to:

10.6.1 every Member except those Members who have not supplied to the Charity an address within the United Kingdom or an address or number for the purpose of giving notice in electronic form for the giving of notice to them;

10.6.2 the auditor or auditors for the time being of the Charity.

No other person shall be entitled to receive notices of general meetings.

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

10.8 The Charity may (but need not) hold an AGM in any year and shall specify the meeting as such in the notice calling it.

10.9 Members must annually:

10.9.1 receive the accounts of the Charity for the previous financial year; and

10.9.2 receive a written report on the Charity's activities.

10.10 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.

10.11 Except for the chairman of the meeting, who has a second or casting vote, every Member present in person or by proxy has one vote on each issue.

10.12 A resolution in writing or in electronic form agreed by Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be valid and effective as if it had been passed at a general meeting of the Charity duly convened as long as:

10.12.1 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and

10.12.2 it is contained in an authenticated document which has been received at the Charity's registered office or such other address (whether in electronic form or not) as shall be specified when the resolution is circulated within the period of 28 days beginning with the circulation date.

10.13 A resolution in writing or in electronic form may comprise several copies to which one or more Members have signified their agreement.

11. Proceedings at General Meetings

- 11.1 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered. The decision of the person who is chairing the meeting in respect of any such objection is final.
- 11.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
- 11.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least two *(or one quarter of the number of Members if greater)*.
- 11.4 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 11.5 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 11.5.1 the meeting consents to an adjournment, or
 - 11.5.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 11.6 The chairman of the meeting must adjourn a general meeting if directed to do so by ordinary resolution of the Members.
- 11.7 When adjourning a general meeting, the chairman of the meeting must:
- 11.7.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - 11.7.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 11.8 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it
- 11.8.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - 11.8.2 containing the same information which such notice is required to contain.
- 11.9 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 11.10 Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:
- 11.10.1 by the person chairing the meeting;
 - 11.10.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or

- 11.10.3 by a Member or Members present in person or by proxy representing not less than *one-tenth of the total voting rights of all the Members having the right to vote at the meeting.*
- 11.11 On a poll votes may be given either personally or by proxy.
- 11.12 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 11.13 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 11.14 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 11.15 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 11.16 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 11.17 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.18 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or within 30 days after it has been demanded at such time and place as the person who is chairing the meeting directs.
- 11.19 If the poll is not taken immediately at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 11.20 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 11.21 Except where otherwise provided by the Articles or the Companies Acts, every issue is to be decided by a simple majority of the votes cast at the meeting.
- 11.22 The Charity may pass written resolutions in accordance with the requirements of the Companies Acts without holding a general meeting.
12. **Proxies**
- 12.1 Proxies may be appointed by a notice in writing (a **proxy notice**) which:
- 12.1.1 states the name and address of the Member appointing the proxy;
- 12.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- 12.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

- 12.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 12.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 12.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 12.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 12.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting *remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.*
- 12.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 12.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf. Execution which is or purports to be by a director on behalf of a company which is a Member or by a Member's representative appointed in accordance with these Articles is to be regarded as execution by the relevant Member and need not be supported by written evidence of authority.
- 13. The Trustees**
- 13.1 The Trustees as directors and charity trustees have control of the Charity and its property and funds and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 13.2 The Trustees when complete consist of at least three and not more than ten individuals. Individuals must be over the age of 18 and must support the Objects.
- 13.3 No Trustee shall cease to be a Trustee or be ineligible for re-appointment as Trustee nor shall any person be ineligible for appointment as Trustee by reason only of his or her having attained any particular age.
- 13.4 The appointment of a Trustee, whether by the Members or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

- 13.5 The Trustees at the date of adoption of these articles are listed below and they shall hold office until the end of the Annual Retirement Meeting in the calendar year specified in the second column below:

Rachael Dennis (appointed October, 2012)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2019 • Retire at meeting March, 2022
Joachim Fleury (appointed February, 2016)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2021 • Retire at meeting March, 2024
Colin Howes (appointed October, 2013)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2020 • Retire at meeting March, 2023
Roy Luxford (appointed February, 2016)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2020 • Retire at meeting March, 2023
John Newbigin (appointed February, 2016)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2020 • Retire at meeting March, 2023
Magdalena Ziarko (appointed September, 2017)	<ul style="list-style-type: none"> • Eligible for Reappointment March, 2021 • Retire at meeting March, 2024

- 13.6 Any other Trustee shall retire at the end of the first Annual Retirement Meeting which takes place after the third anniversary of his or her appointment or, where applicable, re-appointment.
- 13.7 Subject to Article 14.8, a retiring Trustee (including those specified in Article 14.5) shall be eligible for re-appointment by the Trustees.
- 13.8 No Trustee shall be re-appointed on retirement more than once, unless the Trustees resolve that there are exceptional circumstances justifying a second re-appointment (and third term of office).
- 13.9 A trustee who retires and is not immediately re-appointed may subsequently be re-appointed as a trustee as if for the first time if one calendar years has elapsed since his or her retirement.
- 13.10 A retiring Trustee who is not eligible for re-appointment may serve as a non-Trustee Committee Member.
- 13.11 A Trustee's term of office as such automatically terminates if he or she:
- 13.11.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
 - 13.11.2 is disqualified under the Charities Act from acting as a charity trustee;
 - 13.11.3 is subject to a bankruptcy order or a composition or other arrangement is made with his or her creditors generally in satisfaction of that Trustee's debts;
 - 13.11.4 is in the written opinion of a registered medical practitioner who is treating that person physically or mentally incapable of acting as Trustee and may remain so for more than three months;
 - 13.11.5 is subject to a court order by reason of that person's mental health which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

- 13.11.6 is directly or indirectly interested in any contract with the Charity, fails to declare the nature of his or her interest as required by the Companies Acts or the Articles and the Trustees resolve that his or her Trusteeship be terminated;
- 13.11.7 is absent without the permission of the Trustees from all their meetings held within a period of 6 consecutive months and the Trustees resolve that his or her Trusteeship be terminated;
- 13.11.8 ceases to be a Member;
- 13.11.9 resigns by written notice to the Charity;
- 13.11.10 is removed by the Members at a general meeting in accordance with Article 13.12; or
- 13.11.11 (should the Charity be considered to be a children's Charity under section 36 of the Criminal Justice and Court Services Act 2000 or paragraph 4 of schedule 4 to the Safeguarding Vulnerable Groups Act 2006 or any statutory re-enactment or modification of those provisions) is or becomes disqualified from working with children or is or becomes disqualified from acting as Trustee of a children's Charity.
- 13.12 The Charity may, by ordinary resolution, of which special notice has been given in accordance with section 312 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force), remove any Trustee before the expiration of his or her period in office.
- 13.13 All Trustees hereby waive any right they may have for compensation for loss of office as a Trustee or as a result of removal as a Trustee for any reason, including, without limitation, because they have ceased to be a Member.
- 13.14 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 of Trustees.
- 13.15 The Members may by ordinary resolution appoint a person who is willing to act, and is permitted by law to do so, to be a Trustee.
- 13.16 The Trustees may appoint a person who is willing to act, and is permitted by law to do so, to be a Trustee.
- 13.17 The appointment of a Trustee, whether by the Members or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- 13.18 The Charity may, by ordinary resolution, of which special notice has been given in accordance with section 312 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being in force), remove any Trustee before the expiration of his or her period in office.
- 13.19 All Trustees hereby waive any right they may have for compensation for loss of office as a Trustee or as a result of removal as a Trustee for any reason, including, without limitation, because they have ceased to be a Member.
- 13.20 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.

14. Proceedings of Trustees

- 14.1 *The Trustees must hold at least two meetings each year.*
- 14.2 Any Trustee may call a meeting of the Trustees and the Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- 14.3 A quorum at a meeting of the Trustees is two Trustees. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 14.4 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 simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Trustee or member of a committee of the Trustees so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairman is for that meeting.
- 14.5 The Trustees shall appoint a Trustee to chair their meetings (**Chairman**) and may at any time revoke such appointment.
- 14.6 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.
- 14.7 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- 14.8 Any issue arising at a meeting of the Trustees may be determined by a simple majority of the votes cast at the meeting.
- 14.9 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 14.10 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 14.11 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.12 A resolution in writing or in electronic form agreed by a majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- 14.12.1 a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
- 14.12.2 a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents (whether in electronic form or not) which are received at the registered office or such other address as shall be specified when the resolution is circulated.

- 14.13 A resolution in writing or in electronic form may comprise several documents containing the same text of the resolution to each of which one or more Trustees has signified their agreement.

15. Powers of Trustees

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

- 15.1.1 to appoint (and remove) any Member or other person (who may also be a Trustee) to act as Secretary to the Charity in accordance with the Companies Acts;
- 15.1.2 to appoint a Chairman, Treasurer and other honorary officers from among their number;
- 15.1.3 to appoint reporting accountants or (if required by law or if they so decide) auditors;
- 15.1.4 to delegate any of their functions to committees in accordance with Article 17;
- 15.1.5 to exercise any powers of the Charity which are not reserved to a general meeting; and
- 15.1.6 create honorary positions including (but not limited to) Patron, President and Vice-President and appoint individuals who are not trustees to those positions.

- 15.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

- 15.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

16. Delegation by Trustees

- 16.1 The Trustees may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising of two or more individuals appointed by the Trustees (but at least one member of every Committee must be a Trustee) (the **Committee**).

- 16.2 The Trustees may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or a Committee.

- 16.3 The terms of reference of a Committee may include conditions imposed by the Trustees, including that:

- 16.3.1 the relevant powers are to be exercised exclusively by the Committee to whom the Trustees may delegate; and
- 16.3.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the Trustees or in accordance with a budget previously agreed by the Trustees.

- 16.4 Persons who are not Trustees may be appointed as members of a Committee, subject to the approval of the Trustees.

- 16.5 Every Committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, Committees 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 Trustees.

16.6 The terms of any delegation to a Committee shall be recorded in writing.

16.7 The Trustees may revoke or alter a delegation.

16.8 All acts and proceedings of any Committee shall be fully and promptly reported to the Trustees.

17. Records and Accounts

17.1 The Trustees must comply with the requirements of the Companies Acts and of the Charities Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law of:

17.1.1 annual reports;

17.1.2 annual returns; and

17.1.3 annual statements of account.

17.2 The Trustees must keep proper records of:

17.2.1 all resolutions in writing;

17.2.2 all proceedings at general meetings;

17.2.3 all proceedings at meetings of the Trustees;

17.2.4 all reports of committees; and

17.2.5 all professional advice obtained.

17.3 Accounting records relating to the Charity shall be kept at the registered office of the Charity or, subject to the Companies Acts, such other place or places as the Trustees think fit, and shall be made available for inspection by any Trustee at any time during normal office hours.

17.4 A copy of the Charity's constitution and 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. Copies of the latest accounts must also be supplied in accordance with the Charities Acts to any other person who makes a written request and pays the Charity's reasonable costs.

18. Notices

18.1 Notices under these Articles may be sent by hand, by post or by suitable electronic means in accordance with the Companies Acts.

18.2 The only address at which a Member is entitled to receive notices is the address shown in the Register of Members or (in respect of notices sent by electronic means) such electronic mail address or number for the time being notified for that purpose by the Member to the Charity.

18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- 18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 18.3.2 two clear days after being sent by first class post to that address;
 - 18.3.3 three clear days after being sent by second class or overseas post to that address;
 - 18.3.4 on being handed to the member (or, in the case of a legal person, its representative) personally; or, if earlier,
 - 18.3.5 as soon as the member acknowledges actual receipt.
- 18.4 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
- 18.5 A document or information including notices of general meetings may only be sent by the Charity by electronic form in accordance with the provisions of the Companies Acts to a Member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.
- 18.6 A Member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, when required, of the purposes for which it was called.
- 19. Validity of Trustees' Decisions**
- 19.1 Subject to Article 19.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 19.1.1 who was disqualified from holding office;
 - 19.1.2 who had previously retired or who had been obliged by the constitution to vacate office; or
 - 19.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
- if without:
- (a) the vote of that Trustee; and
 - (b) that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 19.2 Article 19.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 19.1, the resolution would have been void.

20. **Secretary**

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Trustees at any time.

21. **Indemnity**

21.1 The Charity may indemnify a Relevant Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

21.2 The Charity may indemnify an auditor against any liability incurred by him or her or it:

21.2.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

21.2.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

21.3 In this Article a **Relevant Trustee** means any Trustee or former Trustee of the Charity.

22. **Dissolution**

22.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

22.1.1 transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

22.1.2 directly for the Objects or charitable purposes within or similar to the Objects; or

22.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.

22.2 A final report and statement of account must be sent to the Commission.