

THE COMPANIES ACT 2006

**Company Limited by Guarantee and not
having a Share Capital**

**ARTICLES
Of ASSOCIATION of**

AGE CONCERN (EASTBOURNE NUMBER 2) LIMITED

Incorporated the 4th day of November, 2003

No 4952839



RM 31/01/2014 #105
COMPANIES HOUSE

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

**Articles of Association
Of
Age Concern (Eastbourne Number 2) Limited**

1 The name of the Company (hereinafter called "the Charity"), is Age Concern (Eastbourne Number 2) Limited

2 The registered office of the Charity shall be situated in England and Wales

3 The object for which the Charity is established is.

To promote the relief of elderly people in any manner which now or hereafter may be deemed by law to be charitable in and around Eastbourne (hereinafter called "the area of benefit")

4 The Charity shall have the following powers exercisable in furtherance of its said object but not further or otherwise, namely.

Activities

A) To encourage, promote and organise direct services appropriate to the needs of individual elderly people or groups of elderly people and if thought fit to make reasonable charges for any services provided hereunder

B) To promote and organise co-operation in the achievement of the above object and to that end to support, join in with and co-operate with other charities, voluntary bodies, **private companies**, statutory authorities and other organisations operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them

C) To establish, support, undertake or execute any charitable trusts, associations or institutions formed for all or any of the objects

D) To promote and carry out, or assist in promoting and carrying out, surveys, investigations and research

- E) To provide food, drink and refreshments as appropriate but only for persons participating in the activities of the Charity
- F) To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and training courses
- G) To incorporate subsidiary companies to carry on any trade**
- H) Alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the development and implementation of appropriate policies provided that such activities shall be confined to those which are consistent with the ACE's charitable status.**
- I) To publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and other material
- J) To appoint and constitute such advisory committees as the Board of Trustees (hereafter referred to as "the Board" and as further described in Article 1 of the Articles of Association) may think fit

Property

- K) To purchase, take on lease or in exchange hire or otherwise acquire any property and build, improve maintain and equip any building or buildings which may be necessary for any of the purposes of the Charity
- L) To sell, lease or otherwise dispose of all or any part of the Charity's property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9) (b) or section 36 (10) of that Act

Finance

- M) To obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by elderly people in direct furtherance of the object of the Charity, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its object, including the sale of goods produced by elderly people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the object of the Charity, but otherwise the Charity shall not

undertake any substantial permanent trading activities in raising funds for the object of the Charity

- N) To borrow money for the purposes of the Charity on such terms and on such security as may be thought fit, including mortgaging all or any part of the Charity's property as security for repayment of the money borrowed subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993.**
- O) To make grants and loans and give credit and take security for such grants, loans or credit and guarantee or give security for the performance of contracts by any person
- P) To operate a bank or building society account or accounts in the name of the Charity
- Q) 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

Employment, etc

- R) To engage or employ such persons (whether as employees, consultants, advisers or however) as may be requisite to the promotion of the purposes of the Charity and on such reasonable terms and at such reasonable remunerations as may be thought fit and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants
- S) To invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property of whatsoever nature and wherever situate as may be thought fit (including, for the avoidance of doubt but without limiting the effect of this power, shares in a private company) to the intent that the Charity shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner

PROVIDED THAT the Board shall seek written professional advice from a person of standing who is authorised to give investment advice under the Financial Services and Markets Act 2000 or other relevant legislation, before exercising such powers unless the Board reasonably concludes it is unnecessary or inappropriate to do so

Insurance

- T) To apply monies in insuring any buildings being the property of the Charity at their full value

- U) To insure and arrange insurance cover for and to indemnify the officers, servants and voluntary workers of the Charity and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit

Copyright, etc

- V) To acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity and grant licences conferring the right to use the name of the Charity or such other copyrights, trademarks, rights and privileges of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitation

- W) To do all such other lawful things as shall further the attainment of the above object

- 5 The income and property of the Charity shall be applied solely towards the promotion of the object and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity;

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Charity

- A) Of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for any services rendered to the Charity, provided nevertheless that a Trustee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Charity,
- B) Of interest on money lent by any member of the Charity or a Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Board,
- C) Of reasonable and proper rent for property conveyed or let by any member of the Charity or a Trustee,
- D) Of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may also be a member holding not more than one hundredth part of the issued capital of such company

- 6 **For the purpose of Article 5, "Trustee" includes any connected person and "connected person" means the spouse, civil partner, child, step-child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee and includes a Trustee of any trust the beneficiaries of which include a connected person.**

- 7 No alteration of Clause 3 above or Clause 10 below or any other alteration within section 64(2) (b) of the Charities Act 1993 shall be made without the prior approval of the Charity Commissioners or the High Court
- 8 The liability of the members is limited
- 9 All members of the Charity undertake to contribute to the assets of the Charity, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Charity contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound
- 10 If the Charity is wound up or dissolved, and after all its debts and liabilities have been satisfied, there remains any property, it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the objects of this Charity, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on this Charity by Clause 5 above, to be chosen by the members of the Charity at or before the time of dissolution and if that cannot be done, then to some other charitable object
- 11 **The provisions of the schedule to these Articles shall apply with respect to the interpretation of and definitions of terms used in these Articles.**
- 12 The Charity is established for the purposes expressed in the Memorandum of Association.

Membership of the Charity

- 13 A) Membership of the Charity shall consist of
 - (i) The subscribers to the Memorandum of Association,
 - (ii) one person appointed to be a member of the Charity by those voluntary organisations, departments of central government or of the local statutory authorities, any body corporate or unincorporated association serving or operating in all or part of the area of benefit and individual persons aged eighteen or over who are interested in furthering the work of the charity
- B) Membership shall be open on such terms and conditions as the Charity may from time to time determine in General Meetings, or as determined by the Board subject to review by the Charity at a General Meeting
- C) Organisations or individuals being in sympathy with the object of the Charity may apply to be associate members of the Charity on such terms and conditions as the Board may determine but in any event associate members shall not be entitled to vote at General Meetings of the Charity

- 14 The Board shall have the right to refuse any application for membership without giving any reason therefore
- 15 The Board shall have the right for any good and sufficient reason to terminate the membership of any member or refuse renewal of any existing membership PROVIDED ALWAYS that the member concerned shall have a right to be heard by the Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the Charity
- 16 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint someone else (an alternate) to attend any meeting of the Charity if the appointed representative is unable to attend.
- 17 Each member organisation shall notify the Charity of the name of the representative appointed by it and of any alternate. If the representative or alternate resigns or otherwise leaves the member organisation, he or she shall immediately cease to be the representative of the member organisation. The member organisation may replace the representative appointed by it.
- 18 The Charity shall keep a register of members in accordance with the Act
- 19 Membership cannot be transferred to anyone else and ceases automatically if the member;
 - (i) dies (if an individual) or ceases to exist (if an organisation); or
 - (ii) fails to attend two successive annual general meetings in person, by its appointed representative (if an organisation) or by proxy without notifying to the Charity his or her intention to remain a member.

General Meetings

- 20 A) The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place (subject to paragraph B below) as may be determined by the Charity
- B) Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Charity holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 21 The Charity shall hold at least one Ordinary General Meeting in each calendar year All meetings other than Annual General Meetings and Ordinary General Meetings shall be called Extraordinary General Meetings
- 22 Subject to Articles 20 and 21, the Board may whenever it thinks fit convene any General Meeting. Extraordinary General Meetings may also be convened on a members'

requisition signed by at least 10% of the members having the right to attend and vote at general meetings.

- 23 At least fourteen clear days written notice must be given of general meetings, including annual general meetings.**

PROVIDED THAT

A General Meeting shall be called by shorter notice if it is so agreed by at least 90% of members entitled to attend and vote at that meeting:

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 the members and to the members of the Board and auditors **The notice shall inform members of their right to appoint proxies, be accompanied by suitable proxy form and state where and by when such forms must be delivered.**

- 24 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting**

Proceedings at General Meetings

- 25 The business to be transacted at an Annual General Meeting shall include:**

- A) The consideration of audited accounts of the Charity,**
- B) The reports of the Board and of the Auditors,**
- C) The election of members of the Board (when appropriate), and**
- D) The appointment of, and the fixing of the remuneration of, the Auditors**

- 26 No business shall be transacted at any General Meeting unless a quorum is present Unless otherwise decided by the members in General Meeting 20% of members entitled to vote shall be a quorum**

- 27 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Board may determine**

- 28 If at the adjourned meeting a quorum is not present the members present in person or by proxy shall be a quorum**

- 29 The Chair of the Board shall preside as Chair at every General Meeting, and shall have the right to attend all meetings of committees and other task groups or advisory groups. If at any meeting the Chair shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, and if the Deputy Chair is not present or is unwilling to preside, the members of the Board present shall choose some member of the Board to act as Chair and if only one member of the Board is present and willing to act, that member shall be Chair. If no such member be present, or if all the members of the Board present decline to take the chair, the members of the Charity present shall choose one of their number to preside.
- 30 The Chair may, with the consent of any 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. No business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 31 A) A resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is duly demanded.
- B) Subject to the provisions of the Act, a poll may be demanded by
- (i) the Chair, or
 - (ii) at least three members having the right to vote at the meeting, or
 - (iii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- C) 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, or lost, or not carried 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 of or against that resolution.
- D) The demand for a poll may only be withdrawn with the consent of the Chair.
- E) No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 32 A poll shall be taken at such time and place, and in such manner, as the Chair directs not being more than thirty days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 33 **In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.**

- 34 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded
- 35 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which the member was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members

Votes of members

- 36 Subject as hereinafter provided, every member **or proxy** shall have one vote An associate member shall not be entitled to vote
- 37 No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate such a matter without in either case the permission of the majority of the members present in person at the meeting

Proxies

- 38 A proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):-
Age Concern Eastbourne

Name of member appointing the proxy:.....

Address:.....

I/We hereby appoint [*name of proxy*] of [*address of proxy*] as my/our proxy to vote in my/our name and on my/our behalf at the meeting of the Charity to be held on [*date*], and at any adjournment of the meeting.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2:	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

***Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.**

Signed:

Dated: ”

39. Proxy appointment forms must be delivered to the Charity in accordance with the provisions of these Articles concerned with delivery of communications to the Charity and shall be so delivered:

- A) 39.1 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote;**
- B) in the case of a poll taken more than 48 hours after it is demanded: at least 24 hours before the time appointed for the taking of the poll; or**
- C) in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded: at the meeting at which the poll is demanded, by delivering the form to the chair of the meeting or to the Secretary or to any Trustee;**
- D) and an instrument of proxy which is not so delivered shall be invalid.**

40. A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Board of Trustees

- 41 A) The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association who shall hold office until the conclusion of the first Annual General Meeting**
- B) The number of the members of the Board shall never be less than 3**
- 42 A) After the first Annual General Meeting, the Board shall consist of**
 - (i) the Chair of the Charity elected under Article 43 below,**
 - (ii) eight persons elected by the members at an Annual General Meeting, under the provisions of Article 43 below, or such other number as may be determined in accordance with Article 46 below**
 - (iii) persons co-opted under the provisions of Article 45 below.**
- B) The senior paid employee of the Charity shall have the right to attend, to comment, advise and make recommendations but not to vote at meetings of the Board, and**

also to have access to information and papers relevant to the business of the Board
Any such staff member shall not be considered a member of the Board

- 43 A) Elections for the Chair and members of the Board appointed in accordance with Article 42 (A) (i) and (ii) shall take place at the Annual General Meeting at least once every three years. The Annual General Meeting may provide for the rules governing an election if the Board has made no Regulations in accordance with Article 50 below
- B) The persons elected as Chair and to the Board may serve for up to three years from the date of their election and are eligible for re-election save that the Chair may serve for a maximum of six consecutive years. Other elected members of the Board shall retire and seek re-election at the conclusion of their term of office
- C) Persons elected as Chair and to the Board need not be members of the Charity at the time of their election but will automatically become members from the time of their election, subject to the provisions of Article 18
- D) (i) Any voting member may nominate a person for election as Chair or as a member of the Board. In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and, if submitted before the meeting, be in writing
- (ii) Written nominations must be received by the Chair of the Charity at least 5 clear days before the date of the AGM. Nominations must be made by members qualified to vote at the meeting and set out those particulars that would be included in the Charity's Register of Trustees, together with notice signifying the nominee's willingness to be elected or re-elected**
- E) The Board may nominate a person or persons as Chair or members of the Board but in this case such nomination must be sent to members of the Charity at the same time as the notice of the meeting at which voting for the Chair or Board members is to take place
- F) If nominations exceed vacancies, an election shall take place by ballot among the members of the Charity. The Board will have power to decide whether this ballot should be postal, or held at the meeting called for the purpose, or a combination of the two
- 44 A) The Board may appoint persons to fill any casual vacancies which occur during the year amongst the elected members of the Board, such appointments to terminate at the end of the term for which the original member was elected
- B) The Board may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a member of the Board as defined in the Schedule to these Articles

- 45 A) The Board may co-opt any person, whether or not a member of the Charity, to membership of the Board until the conclusion of the Annual General Meeting next following, provided that the number of co-opted persons shall not exceed one-third of the total number of members elected under categories (i) and (ii) of Article 42 A) above.
- B) A person whose co-opted membership of the Board has terminated shall be eligible for co-option again at any time
- 46 Subject to the provisions of these Articles, the Charity may from time to time in General Meeting increase the number of members of the Board and may make the appointments necessary for effecting any such increase

Honorary Officers

- 47 A) The Honorary Officers of the Charity shall consist of a Chair, elected by the members at the Annual General Meeting and such other Honorary Officers (such as a Deputy Chair or Honorary Financial Adviser) elected by the Board as it thinks fit from amongst its own members
- B) Except for the Charity's first Honorary Officers (who shall be, or be appointed by, the first members of the Board until the first Annual General Meeting), all Honorary Officers except the Chair shall be elected at the first Board meeting next following the Annual General Meeting and shall hold office until the conclusion of the Annual General Meeting at which they retire or must seek re-election
- 48 The Board may appoint persons to fill any casual vacancies for Honorary Officers which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following

Powers of the Board

- 49 A) The business of the Charity shall be managed by the Board subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given
- B) The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as it thinks fit
- C) A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board
- 50 The Board shall have power to make, repeal and amend Regulations for any matter concerned with the administration of the affairs of the Charity and in particular for the

conduct of meetings, the nomination of members of the Charity and the Board and the method of election to the Board provided they are not inconsistent with these Articles Such Regulations, and any repeals and amendments, shall have effect until set aside by the Board or at a General Meeting

- 51 The member or members for the time being of the Board may act notwithstanding any vacancy in their body, but if the number of members of the Board shall at any time be less than the minimum prescribed by or in accordance with these Articles, they may act as the Board only for the purpose of admitting persons to membership of the Charity, filling vacancies or calling a General Meeting

Secretary

- 52 A) The secretary shall be appointed by the Board for such time, at such remuneration (if any) and upon such conditions as it may think fit Any Secretary so appointed may be removed by the Board The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting
- B) No member of the Board shall occupy the salaried position of Secretary

The Seal

- 53 The common seal of the Charity (if any) shall only be used by the authority of the Board or of a sub-committee of the Board 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 member of the Board and by the secretary or by a second member of the Board

Disqualification and removal of members of the Board

- 54 A) **The office of a member of the Board shall be vacated if that member:**
- (i) ceases to be a Member of the Board by virtue of any statutory prohibition or**
 - (ii) becomes bankrupt or**
 - (iii) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs; or**
 - (iv) is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 or as amended by future legislation; or**
 - (v) resigns as a member of the Board by notice to the Charity; or**
 - (vi) fails without reasonable excuse to attend three consecutive meetings of the Board and the Board resolves that the office of that Member be vacated.**

- B) (i) In addition and without prejudice to the provisions of Section 168 of the 2006 Act, the Charity may by Special Resolution remove any member of the Board before the expiration of that Trustee's period of office.**
- (ii) Such a resolution shall not be passed unless half the Directors are present and the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.**
- C) The Charity may by an Ordinary Resolution appoint another qualified Member instead; but any person so appointed shall retain office until the end of the calendar year in which he/she was appointed.**

Proceedings of the Board

- 55 The Board may regulate its proceedings as it thinks fit subject to the provisions of these Articles. It may determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board shall never be less than one quarter or three of the members of the Board (whichever is the greater number)**
- 56 The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, financial management and such other policies as it see fit**
- 57 A) A member of the Board may, and on the request of a member of the Board the Secretary shall, call a meeting of the Board by giving notice to all members of the Board, but a member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting**
- B) Fourteen days' notice of any meeting of the Board shall be given by the Secretary to all members of the Board save that if any three members of the Board decide that it is necessary to call a meeting of the Board on shorter notice such a meeting may be called on four days' notice**
- 58 The Chair and Deputy Chair of the Charity shall be the Chair and Deputy Chair of the Board respectively. If at any meeting the Chair (or Deputy Chair) is not present within five minutes after the time appointed for the meeting or is unwilling to preside, the members of the Board present shall choose one of their number to be Chair of the meeting**
- 59 All members of the Board shall be entitled to vote, and any matters arising shall be determined by a simple majority of those present and voting. In case of an equality of votes the Chair shall have a second or casting vote**
- 60 A) The Board may appoint a Finance Committee and such other Special or Standing Committees as it may deem necessary from time to time and shall**

determine their terms of reference, powers, duration, quorum and membership provided that

- (i) No committee appointed under this Article shall be given power to co-opt more than one-quarter of its total membership
- (ii) No such committee shall have power to spend or commit the assets of the Charity without the prior approval of more than one-half of its members being voting members of the Board
- (iii) The proceedings of all such committees shall be minuted and reported to the meeting next following of the Board

- B) Regulations may from time to time determine the number of days notice of the meetings of any such committees. In the event that the Regulations make no provision at all for such notice as aforesaid, fourteen days' notice of any committee meetings shall be given by the secretary of the committee to all members of the committee, save that if any four members of the committee decide that it is necessary to call a committee meeting on shorter notice such a meeting may be called on four days' notice

- 61 All acts done in good faith by any meeting of the Board or by any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuation in office of any such member or person acting as aforesaid, or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and had continued in office and was qualified to be a member of the Board and had been entitled to vote
- 62 A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board or of such committee (as the case may be). Such resolution in writing may consist of several documents in the like form each signed by one or more members of the Board
- 63 A resolution in writing signed by at least seventy five percent of the Trustees or committee members entitled to vote on the matter shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
- 64 A resolution which is approved by email in accordance with this Article shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held, provided the following conditions are complied with:
- (i) such a resolution must be approved by email by at least seventy-five percent of the Trustees entitled to vote on the matter;

- (ii) approval must be received by such person as the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
- (iii) approval from a Trustee must be sent from an email address previously notified in writing (not using electronic means) by that Trustee to the Charity as intended for use by that Trustee for the purpose;
- (iv) following receipt of sufficient responses on any resolution, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this Article;
- (v) the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

65 A meeting of the Trustees may be held either in person or by suitable alternative means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

Conflicts of Interest

- 66 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
- 67 Whenever a matter is to be discussed at a meeting or decided in accordance with Articles 63 or 64 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 69, he or she must:
- (i) remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - (ii) not be counted in the quorum for that part of the meeting; and
 - (iii) withdraw during the vote and have no vote on the matter.
- 68 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

Trustees' power to authorise a Conflict of Interest

- 69 The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
- (i) any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and

- (ii) the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with. For the avoidance of doubt, Trustees may decide that the Trustee with a Conflict of Interest may participate in the meeting, count in the quorum and vote on the matter provided that when deciding to give such authorisation the provisions of Article 67 shall be complied with;
- (iii) provided that nothing in this Article 69 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with Article 5.

- 70 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 69 then the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 71 A Trustee shall not be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 69 (subject to any limits or conditions to which such approval was subject).
- 72 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Minutes

- 73 The Board shall cause proper minutes to be made of
- (i) all appointments of officers made by the Board, and
 - (ii) all proceedings at meetings of the Charity and of the Board and of committees of the Board, including the names of the members of the Board present at such meetings
- Any such minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

Accounts

- 74 A) The Board shall cause proper accounts to be kept, audited and made available to the members of the Charity in accordance with the provisions of the Act
- B) In addition to the above, the Honorary Financial Adviser, or the Chair in the absence of the Honorary Financial Adviser, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Charity's financial position
- 75 Bank or Building Society accounts shall be opened in the name of the Charity on such terms as the Board shall decide The Board shall decide which of its members and staff may sign

cheques on behalf of the Charity Every cheque in excess of £300 must be signed by two persons, one of whom shall be a member of the Board, unless the Board agrees to vary this sum in which case this variation must be reported to the next following Annual General Meeting

- 76 A) The accounting records and other books or documents of the Charity shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board
- B) No member (other than a member of the Board) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting

Notices

- 77 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing
- 78 A notice may be served by the Charity upon any member, either personally, via email, **by making it available on a website** or by sending it through the post in a prepaid envelope addressed to the registered address of the member as appearing in the register of members or by leaving it at that address
- 79 Members whose registered addresses are not within the United Kingdom and who give the Charity an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at such address Otherwise no such member shall be entitled to receive any notice from the Charity
- 80 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, where requisite, of the purposes for which it was called
- 81 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
- 82 **Where the notice is sent or supplied by electronic means to an address specified for the purpose of the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed;**
- 83 **Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-**
- (i) **the material is first made available on the website; or**

(ii) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

84 Without prejudice to Articles 81 - 83, if any document or information has been sent or supplied by electronic means and the sender becomes aware of a failure in delivery (and subsequent attempts to send or supply such documents or information by electronic means also result in failure in delivery) the sender shall either:

(i) send or supply a hard copy of such document to the intended recipient; or

(ii) (where applicable) give notice to such recipient in hard copy form of the availability of the documents or information on a website in accordance with the Companies Acts.

Indemnity

85 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

Schedule 1

Interpretation

In these Articles, if not inconsistent with the subject or context

"the Act" means the **Companies Act 2006** including any statutory modification or re-enactment thereof for the time being in force

"the Board" means the Board of Trustees of the Charity which has the general control and management of the administration of the charity and forms the body of Trustees as defined in the **Charities Act 2011**.

"the Charity" means the above-named company

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which is given or on which it is to take effect

"conflict of interest" means any direct or indirect interest of a Trustee (whether personal, by virtue of a duty or loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity

"electronic form" and **"electronic means"** have the meanings respectively ascribed to them in the **Companies Act 2006**

"month" means calendar month

"the Office" means the registered office of the Charity

"the United Kingdom" means Great Britain and Northern Ireland

"in writing" means written printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular only shall include the plural and vice versa

Words importing the feminine only shall include the masculine, and vice versa,

Words importing persons shall include corporations

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

WILLIAM TESTER
16 St John Street
London
EC1M 4AY

HOWARD THOMAS
16 St John Street,
London
EC1M 4AY

DATED this 3rd day of November, 2003

WITNESS to the above Signatures -

SUSAN PHILBEY
16 St John Street,
London
EC1M 4AY