

SPECIAL RESOLUTION

COMPANIES ACT 2006

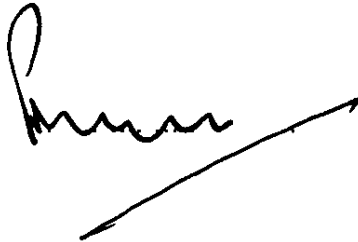
COMPANY NUMBER 5098581

COMPANY NAME The Gurkha Welfare Trust

At an Extraordinary General Meeting of the members of the above named company, duly convened and held on 17th September 2014 the following special resolution was duly passed -

"That new articles of association, in the form produced to the meeting and initialled by the chairman for the purpose of identification, be adopted in place of the company's existing memorandum and articles of association with immediate effect "

Signature
Chairman



TUESDAY



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07/10/2014

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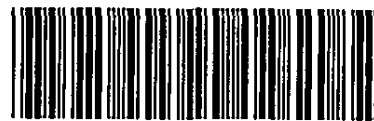
COMPANIES HOUSE

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of The Gurkha Welfare Trust

TUESDAY



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COMPANIES HOUSE

Name

- 1 The company's name is The Gurkha Welfare Trust (and in this document it is called the 'Charity')

Interpretation

- 2 In the articles

'address' means a postal address or, or the purposes of electronic communication, any number or address used for the purposes of such communications, in each case registered with the Charity,

'the Articles' means the Charity's articles of association,

'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008,

'the Charity' means the company intended to be regulated by the Articles,

'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,

'Charities Acts' means the Charities Acts 1992 and 2011 and all other statutory provisions affecting charities in force from time to time insofar as they apply to the Charity,

'the Commission' means the Charity Commission for England and Wales,

'committee' means a committee of the trustees appointed under Article 39,

'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

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee,
- (2) the spouse or civil partner of the trustee or of any person falling within paragraph (1) above,
- (3) a person carrying on business in partnership with the trustee or with any person falling within paragraph (1) or (2) above,

- (4) an institution which is controlled
 - (a) by the trustee or any connected person falling within paragraph (1), (2), or (3) above, or
 - (b) by two or more persons falling within sub-paragraph 4(a), when taken together,
- (5) a body corporate in which
 - (a) the trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest, or
 - (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest

Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition

'Dependant' means any person who, in the opinion of the trustees, is a child or dependant of a Gurkha, including any such orphaned child or dependant,

'the trustees' means the directors of the Charity,

'document' includes, unless otherwise specified, any document sent or supplied in electronic form,

'electronic form' has the meaning given in section 1168 of the Companies Act 2006,

'Gurkha' means a citizen of the Federal Democratic Republic of Nepal or a person of Nepalese descent -

- (1) who has served in or been attached for service to or is for the time being serving in or attached for service to
 - (a) any Gurkha regiment or Gurkha Corps which at any time during his or her service with it formed or forms part of the Armed Forces of the British Crown, or
 - (b) the Gurkha contingent of the Singapore Police Force, or
 - (c) the Federation of Malaya Police between 1950 and 1958
- (2) who being female has served or is for the time being serving with the Armed Forces of the British Crown,

'Gurkha Community Areas' means those areas of the Federal Democratic Republic of Nepal from which Gurkhas have traditionally been recruited,

'the Memorandum' means the Charity's memorandum of association,

'officers' includes the trustees and the secretary (if any),

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

'secretary' means any person appointed to perform the duties of the secretary of the Charity,

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires, other words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the Charity

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

Liability of members

3(1) The liability of the each member is limited to a sum not exceeding £10, 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 or she is a member or within one year after he or she ceases to be a member, for

- (1) payment of the Charity's debts and liabilities incurred before he or she ceases to be a member,
- (2) payment of the costs, charges and expenses of winding up, and
- (3) adjustment of the rights of the contributories among themselves

Objects

4 The Charity's objects ('Objects') are specifically restricted to the following

- (1) to relieve either generally or individually Gurkhas and their Dependants and other persons in Gurkha Community Areas, who are in conditions of need, hardship or distress,
- (2) to advance the education of Gurkhas and their Dependants and other persons in Gurkha Community Areas,
- (3) to make provision for the medical diagnosis and treatment of Gurkhas and their Dependants and other persons in Gurkha Community Areas who are in need of such diagnosis or treatment and for the prevention of any disease or adverse conditions which may affect any such person, and
- (4) such other charitable purposes which are in the opinion of the trustees connected directly or indirectly with the foregoing purposes as the trustees from time to time think fit

Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008

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Powers

- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power
- (1) to raise funds,
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
 - (3) to sell, lease or otherwise dispose of all or any part of its property,
 - (4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party,
 - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects, to undertake and administer any trusteeship and to act as a trust corporation,
 - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
 - (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
 - (9) to employ and remunerate such staff as the Charity considers expedient for carrying out the work of the Charity and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants,
 - (10) to
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
 - (11) to obtain indemnity insurance for the trustees in accordance with, and subject to the conditions in, the Charities Acts,
 - (12) to do all such other lawful things as are necessary or desirable for the achievement of the Objects

Application of income and property

- 6(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects

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- (2)(a) A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, the Charities Acts
 - (c) A trustee may receive an indemnity from the Charity in the circumstances specified in Article 48
 - (d) A trustee may not receive any other benefit or payment unless it is authorised by Article 7
- (3) 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. This does not prevent a member who is not also a trustee receiving
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity

Benefits and payments to trustees and connected persons

General provisions

7(1) No trustee or connected person may

- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the Charity,
- (c) be employed by, or receive any remuneration from, the Charity,
- (d) receive any other financial benefit from the Charity,

unless the payment is permitted by sub-clause (2) of this Article or by, and subject to the conditions of, any provision of the Charities Acts or authorised by the court or the Charity Commission

In this Article 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value

Scope and powers permitting trustees' or connected persons' benefits

- (2)(a) A trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the trustees does not benefit in this way
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, the Charities Acts

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- (c) Subject to sub-clause (3) of this Article a trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the trustee or connected person
- (d) A trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion unless expressly invited to remain in order to provide information
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public

Payment for supply of goods only – controls

- (3) The Charity and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this Article if each of the following conditions is satisfied
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
 - (c) The other trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity unless expressly invited to remain in order to provide information
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting
 - (f) The reason for their decision is recorded by the trustees in the minute book
 - (g) A majority of the trustees then in office is not in receipt of remuneration or payments authorised by Article 7
- (4) In sub-clauses (2) and (3) of this Article
 - (a) 'Charity' includes any company in which the Charity
 - (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares, or
 - (iii) has the right to appoint one or more directors to the board of the company

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- (b) 'connected person' includes any person within the definition in Article 2 'Interpretation'

Declaration of trustees' interests

- 8(1) A trustee or member of a committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee or member of a committee must absent himself or herself from any discussions of the trustees or members of a committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) unless expressly invited to remain in order to provide information.
- (2) For the purposes of this Article, an interest which a trustee or member of a committee has in a matter to be discussed at a meeting of the trustees or a committee and which arises only by virtue of him or her being a member or unpaid director or officer of another company or institution which is constituted as a charity or which prohibits the distribution of its income and property to an extent at least as great as is imposed on the charity by these Articles or, in the case of a wholly owned subsidiary company, whose parent company is so constituted or contains such a prohibition shall not be treated as a personal interest. Such interest shall be declared at or before the beginning of discussion of the matter but the trustee or committee member shall not thereby be prohibited from participating in the meeting, being counted in the quorum or voting on the matter.

Conflicts of interests and conflicts of loyalties

- 9(1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person unless expressly invited to remain in order to provide information,
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting, and
 - (c) the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (2) In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

Members

- 10(1) The subscribers to the Memorandum are the first members of the Charity.
- (2) Every other person who, being a trustee, agrees to become a member of the Charity and whose name is entered in the register of members, is a member of the Charity.

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- (3) Any member of the Charity who is or becomes a trustee shall cease to be a member of the Charity on ceasing to be a trustee
- (4) Membership is not transferable
- (5) The trustees must keep a register of names and addresses of the members

Termination of membership

11 Membership is terminated if

- (1) the member dies,
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members,
- (3) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that his or her or its membership is terminated A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

General meetings

- 12 The trustees may call a general meeting at any time and shall do so on the requisition of members pursuant to the provisions of the Companies Acts

Notice of general meetings

13(1) The minimum periods of notice required to hold a general meeting of the Charity are

- (a) twenty-one clear days for a general meeting called for the passing of a special resolution,
- (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is 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 percent of the total voting rights
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted The notice must also contain a statement setting out the right of members to appoint a proxy under the Companies Acts and Article 20
- (4) The notice must be given to all the members and to the trustees and to the auditors, if appointed

- 14 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 because of an accidental omission by the Charity

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Proceedings at general meetings

15(1) No business shall be transacted at any general meeting unless a quorum is present

(2) A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

16(1) If

(a) a quorum is not present within half an hour from the time appointed for the meeting, or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the trustees shall determine

(2) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

17(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting

(3) If there is only one trustee present and willing to act, he or she shall chair the meeting

(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

18(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

19(1) 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

(a) by the person chairing the meeting, or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting, or

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- (c) 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
- (2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- (b) 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
- (3)(a) 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
- (b) 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
- (4)(a) 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
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Proxy notices

20(1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which

- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine, and
 - (d) 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
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

- (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
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) 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
 - (b) 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
- (5) 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
- (6) 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
- (7) 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
- (8) 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

Written resolutions

- 21(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
 - (a) a copy of the proposed resolution has been sent to every eligible member,
 - (b) 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
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

Votes of members

- 22 Every member shall have one vote and on a poll every member present in person or by proxy shall have one vote
- 23 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have
- 24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

Trustees

- 25(1) A trustee must be a natural person aged 18 years or older
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Article 32
- 26(1) The minimum number of trustees shall be three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- (2) Each trustee shall become a member of the Charity (if not already such a member) on his appointment as a trustee and shall cease to be a member of the Charity on ceasing to be a trustee
- 27 A trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the trustees

Powers of trustees

- 28(1) Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution the trustees shall manage the business of the Charity and may exercise all the powers of the Charity
- (2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees
- (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

Appointment of trustees

- 29 The board of trustees shall consist when complete of up to 16 competent persons being 2 Ex-officio trustees, 5 Nominated trustees and not less than 5 and not more than 9 Co-opted trustees
- 30(1) The Ex-officio trustees shall be
- The Colonel Commandant Brigade of Gurkhas (or his successor in office), and
- The Colonel Brigade of Gurkhas (or his successor in office),
- both for the time being
- (2) The Nominated trustees shall be appointed as follows
- (a) One person nominated by the President of the Gurkha Brigade Association,
- (b) One person nominated by the Colonel of the Regiment the Royal Gurkha Rifles,
- (c) One person nominated by the Colonel of The Queen's Gurkha Engineers,
- (d) One person nominated by the Colonel of The Queen's Gurkha Signals,
- (e) One person nominated by the Colonel of The Queen's Own Gurkha Logistic Transport Regiment,

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each such appointment being for such period, not exceeding four years, as the trustees may determine

Provided that the President and Colonels mentioned in Article 30(2)(a), (b), (c), (d) and (e) above may at any time nominate themselves as trustees instead of nominating some other person

- (3) Each Co-opted trustee shall be appointed for such period, not exceeding three years, as the trustees may determine by a resolution of the trustees passed at a special meeting of which not less than 21 days' notice has been given
 - (4) Any Nominated or Co-opted trustee who is absent from three consecutive meetings of the trustees and any trustee who is adjudged bankrupt or makes a composition or arrangement with his creditors or who is incapacitated from acting shall (unless, in the case of absence, the trustees otherwise resolve) cease thereupon to be a trustee
- 31 The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees

Disqualification and removal of trustees

- 32 A trustee shall cease to hold office if he or she
- (1) ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee,
 - (2) is disqualified from acting as a trustee by virtue of the Charities Acts,
 - (3) ceases to be a member of the Charity,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect)

Remuneration of trustees

- 33 The trustees must not be paid any remuneration unless it is authorised by Article 7

Proceedings of trustees

- 34(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles
- (2) Any trustee may call a meeting of the trustees
 - (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee
 - (4) Questions arising at a meeting shall be decided by a majority of votes
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

- (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants
- 35(1) 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 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants
- (2) The quorum shall be three trustees
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote
- 36 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 37(1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting
- (3) 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
- 38(1) A resolution in writing or in electronic form agreed by all of the trustees or (as the case may be) members of a committee entitled to receive notice of a meeting of the trustees or of a committee 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 duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees or (as the case may be) members of the committee has signified their agreement

Delegation

- 39(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees or other persons but the terms of any delegation must be recorded in the minute book
- (2) The trustees may impose conditions when delegating, including the conditions that
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees
- (3) The trustees may revoke or alter a delegation

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- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees
- (5) The quorum for meetings of any committee (save in the case of committees whose powers are of an advisory nature only) shall be two trustees
- (6) No decision at any meeting of any committee to exercise any powers delegated to it by the trustees shall be effective unless a majority of those present at the time of the decision are trustees

Validity of trustees' decisions

40(1) Subject to Article 40(2), all acts done by a meeting of trustees, or of a committee, shall be valid notwithstanding the participation in any vote of a trustee or member of such committee

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by the Articles to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (d) the vote of that trustee or committee member, and
- (e) that trustee or committee member being counted in the quorum,

the decision has been made by a majority of the trustees or committee members at a quorate meeting

- (2) Article 40(1) does not permit a trustee or committee member 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 if, but for Article 40(1), the resolution would have been void, or if the trustee or committee member has not complied with Article 8

Seal

- 41 If the Charity has a seal it must only be used by the authority of the trustees or of a committee authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary (if any) or by a second trustee

Minutes

- 42 The trustees must keep minutes of all

- (1) appointments of officers made by the trustees,
- (2) proceedings at meetings of the Charity,
- (3) meetings of the trustees and committees including
 - (a) the names of the trustees present at the meeting,

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- (b) the decisions made at the meetings, and
- (c) where appropriate the reasons for the decisions

Means of communication to be used

43(1) Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity

(2) Subject to the Articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being

44 Any notice to be given to or by any person under the Articles

- (1) must be in writing, or
- (2) must be given in electronic form

45 The Charity may give any notice to a member either

- (a) personally, or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c) by leaving it at the address of the member, or
- (d) by giving it in electronic form to the member's address
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting

46 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

47(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with the Companies Acts
- (3) In accordance with the Companies Acts notice shall be deemed to be given
 - (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent



Indemnity

48(1) The Charity shall indemnify a relevant trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity

(2) In this Article a 'relevant trustee' means any trustee or former trustee of the Charity

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

(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

(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

Rules

50(1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity

(2) The bye laws may regulate the following matters but are not restricted to them

(a) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

(b) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

(c) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles,

(d) generally, all such matters as are commonly the subject matter of company rules

(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity

(5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

Disputes

51 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

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Dissolution

52(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity or charities for use for particular purposes that fall within the Objects

(2) Subject to any such resolution of the members of the Charity, the trustees of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity or charities for use for particular purposes that fall within the Objects

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with Article 52(1) is passed by the members or the trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission

Andrew Lutley

From: FC Email Team <fcemailteam@charitycommission.gov.uk>
Sent: 04 July 2014 10:57
To: Andrew Lutley
Subject: 20140704 - 1103669 - consent to changes CC 04686001

Dear Mr Lutley

Thank you for your email

This charity is governed by a Memorandum and Articles of Association. Some of the proposed amendments would require our prior written consent in accordance with section 198 of the Charities Act 2011.

In view of the additional information now provided, this may be taken as that consent, to the regulated alterations as detailed within the attachment to your previous email.

Guidance regarding regulated alterations is available upon our website under the following link:

<http://ogs.charitycommission.gov.uk/q518a001.aspx>

Changes to the Company Act 2006, now mean that when a charity changes its objects, the new objects do not take effect, until they have been logged with Companies House, therefore, now that our consent has been obtained a Special Resolution will need to be passed and logged with Companies House.

In order for us to update our records, we will require a copy of the Special Resolution and the date of which it was logged with Companies House.

Once the amendments have been formally passed, please therefore complete our online amendments form. It is available upon our website under the following link:

Link: <http://www.charitycommission.gov.uk/Amendments/Amendments.aspx>

On receipt of this form, we can update our records.

We hope that this information is of assistance to you.

Yours sincerely,

John Dearden

Charity Commission First Contact