

Company number 05442501

SPECIAL RESOLUTIONS

OF

THE ZACCHAEUS 2000 TRUST

Passed on 2 June 2010

At the Annual General Meeting (**Meeting**) of The Zacchaeus 2000 Trust (**Company**) duly convened and held at 34 Grosvenor Gardens, London SW1W 0DH on Wednesday 2 June 2010, the following resolutions were duly passed as special resolutions

SPECIAL RESOLUTIONS

- 1 That the Memorandum of Association of the Company be deleted in its entirety and all provisions formerly contained in the Memorandum of Association that do not appear in the Articles of Association as amended by Resolution 2 below will no longer have effect in the Company
- 2 That the Articles of Association contained in the document presented to the Meeting and initialled by the Chairman for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for all the existing Articles of Association

Signed



Director/secretary

SATURDAY



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COMPANIES HOUSE

Company No 05442501

Charity No 1110841

THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
OF
THE ZACCHAEUS 2000 TRUST**

Incorporated on 4 May 2005

As adopted by Special Resolution passed on 2 June 2010

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of The Zacchaeus 2000 Trust

1 The company's name is The Zacchaeus 2000 Trust (and in this document it is called "the Charity")

2 **Interpretation**

In these Articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity,

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

"the Board" means the board of Trustees of the Charity,

"the Charity" means the company intended to be regulated by these 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,

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity,

"Conflicted Trustee" means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity,

"Connected Person" means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he may reasonably be regarded as benefiting directly or indirectly from any Material Benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights,

"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,

"Maternal Benefit"	means a benefit, direct or indirect, which may not be financial but has monetary value,
"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,
"the Trustees"	means the directors of the Charity The Trustees are charity trustees as defined by section 97 of the Charities Act 1993,
"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 words or expressions contained in these Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes 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

3 Liability of members

3 1 The liability of the members is limited

3 2 Every member of the Company undertakes to contribute to the assets of the Charity, in the event of the same being wound up whilst being a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Charity contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound

4 Objects

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

4 1 the prevention and relief of poverty in the United Kingdom in a manner consistent with Christian ethics,

4 2 providing assistance and services to individuals in need, providing advice, education, training and assistance on any issues relating to the relief of poverty to volunteers, other charities or organisations, undertaking, supporting and promulgating research into factors that contribute towards poverty and ways to mitigate them,

5 Powers

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

5 1 to make grants and loans to (whether out of income or capital and upon such terms and conditions (if any) as to interest, repayment, security or otherwise) or to guarantee money or to use the assets of the Charity as security for the performance of contracts entered into by, any person, charity, association, company, local authority, administrative or governmental agency or public body as may be thought fit for or

towards charitable purposes in any way connected with or calculated to further the Objects,

- 5 2 to award fellowships, grants, awards, bursaries and other financial payments for the purpose of furthering the Objects,
- 5 3 to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction,
- 5 4 to promote or carry out research,
- 5 5 to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the Objects or for the purpose of informing contributors and others of the needs or progress of the Charity,
- 5 6 to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions. Provided that in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts,
- 5 7 to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings, public fund-raising or otherwise as may from time to time be deemed expedient. Provided that in raising funds the Charity shall not undertake or carry out any trading activities unless authorised by these Articles or by law to do so,
- 5 8 to carry out any trade insofar as (a) the trade is exercised in the course of carrying out the primary objects of the Charity or (b) the trade is temporary or ancillary to the carrying out of the objects of the Charity or (c) the profits of such trade are not liable to tax,
- 5 9 to operate bank accounts in the name of the Charity and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments,
- 5 10 to invest any moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 5 11 to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its Objects and to maintain, manage, construct and alter any buildings or erections and to equip and fit out any property and buildings for use,
- 5 12 to make planning applications, applications for consent under bye-laws or building regulations and other like applications,
- 5 13 subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity,
- 5 14 subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit,
- 5 15 to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the Objects on such terms as may be thought fit and to

make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents,

- 5 16 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("**Managers**") the exercise of all or any of its powers of investment provided always that -
- (a) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services and Markets Act 2000,
 - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity,
 - (c) the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 14 days and to report regularly on the performance of investments managed by them,
 - (d) the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof,
 - (e) the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation,
 - (f) the Charity shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed, requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- 5 17 to permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such,
- 5 18 to pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover liability of the Board or any Trustee which by virtue of any rule of law would otherwise attach to them, in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity provided that any such insurance or indemnity shall not extend to any claim arising from criminal or wilful or deliberate neglect or default on the part of the Board (or any Trustee) and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors and trustees of the Charity,
- 5 19 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
- 5 20 to set aside funds for special purposes or as reserves against future expenditure,
- 5 21 to establish and support or aid in the establishment and support of any charities, companies or associations in any way connected with the purposes of the Charity or calculated to further its Objects,
- 5 22 to act as trustees of any special charitable trust whether established by the Charity or otherwise and generally to undertake, act as trustee of and execute any charitable trust or institution which may lawfully be undertaken by the Charity and may be conducive to its Objects,
- 5 23 to establish and control or jointly with others aid in the establishment and control of one or more companies to assist or act as agents for, or trading subsidiaries of, the Charity,

- 5 24 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
- 5 25 to amalgamate with any companies, institutions, societies, trusts or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles,
- 5 26 to enter into contracts to provide services to or on behalf of other bodies,
- 5 27 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, and
- 5 28 to do all such other lawful things as shall further the attainment of the Objects or any of them

6 Application of income and property

The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity, and unless the prior written consent of the Charity Commission has been obtained 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 any payment in good faith by the Charity

- 6 1 of reasonable and proper remuneration to any member, officer, employee or consultant of the Charity not being a Trustee for any services rendered to the Charity,
- 6 2 of a reasonable rate of interest on money lent by any Trustee,
- 6 3 of reasonable and proper rent for premises let by any Trustee,
- 6 4 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 1/100th part of the capital of that company,
- 6 5 of out-of-pocket expenses to any Trustee,
- 6 6 of any premium paid for insurance to cover the liability of the Trustees as provided for in Article 5 18 of these Articles, and
- 6 7 to any Trustee for the time being a solicitor or other person engaged in any profession for usual professional or other charges for work done by them or their firm when instructed by their co-Trustees so to act in that capacity in connection with the Objects

7 Members

- 7 1 The subscribers to the Memorandum are the first members of the Charity
- 7 2 Membership is open to other individuals or organisations who
 - (a) apply to the Charity in the form required by the Trustees, and
 - (b) are approved by the Trustees
- 7 3 The Board shall admit to membership such persons or organizations as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership

7 4 The Board may in its discretion levy subscriptions on all or any classes of members at such rates as it shall determine and may levy subscriptions at different rates for different categories of members of the same class

7 5 Membership is not transferable

7 6 The Trustees must keep a register of names and addresses of the members

8 Classes of membership

8 1 The Trustees may establish classes of membership (including honorary members) with different rights and obligations and shall record the rights and obligations in the register of members. Such categories of membership may be under whatever title or nomenclature the resolution may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to vote at general meetings) as may be specified in the resolution.

8 2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

8 3 The rights attached to a class of membership may only be varied if:

- (a) three-quarters of the members of that class consent in writing to the variation, or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

8 4 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

9 Termination of membership

9 1 Membership is terminated if

- (a) the member dies or, if it is an organisation, ceases to exist,
- (b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than three members. The member is deemed to have resigned when the letter is received at the registered office of the Charity,
- (c) if any subscription or other sum payable by the member is not paid on the due date and remains unpaid one month after notice served on the member on behalf of the Board informing the member that he or she will be removed from the membership if it is not paid. The Board may readmit to membership of the Charity any person removed on this ground on the member paying such part of the sum due as the Board may determine,
- (d) 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
 - (i) 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,
 - (ii) 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.

- (e) at the discretion of the Board if the member shall not have attended any of the last three general meetings of the Charity either in person or by proxy, and
- (f) if the member shall have moved from his last known address recorded in the register of members of that class more than 3 months previously without giving a new address for correspondence

10 Patrons

- 10 1 The Board may in its discretion appoint any person to be a patron of the Charity (and remove any patron) on such terms as they shall think fit.
- 10 2 A patron shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice of general meetings as if a member and shall also have the right to receive accounts of the Charity when available to members

11 General meetings

- 11 1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- 11 2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 11 3 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from members representing at least 10% of the voting rights of the Charity. A general meeting requisitioned by the members must be convened on a date not later than 28 days after the deposit of the requisition

Notice of general meetings

- 12 1 The minimum period of notice required to hold a general meeting (including an annual general meeting) of the Charity is fourteen clear days
- 12 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
- 12 3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 19
- 12 4 The notice must be given to all the members and to the patron(s), Trustees and auditors
- 13 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

14 Proceedings at general meetings

- 14 1 No business shall be transacted at any general meeting unless a quorum is present.
- 14 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
- 14 3 If and for so long as the Charity has only one member, that member present in person or by proxy (or if that member is a corporation) by a duly authorized representative of a corporation shall be a quorum

- 14 4 The authorised representative of a member organisation shall be counted in the quorum
- 15 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
- 15 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
- 15 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
- 16 1 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees
- 16 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
- 16 3 If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 16 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
- 16 5 A Trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak (but not vote) at any general meeting
- 17 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 17 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
- 17 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
- 17 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
- 18 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
 - (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
- 18 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
- 18 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
- 18 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
- 18 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
- 19 **Content of proxy notices**
- 19 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 these Articles and any instructions contained in the notice of the general meeting to which they relate
- 19 2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 19 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
- 19 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

- 19 5 An appointment of a proxy shall be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll

19A Delivery of proxy notices

- 19A 1 the appointment of a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority shall be deposited with the Charity as is specified for that purpose in (i) the notice convening the meeting, or (ii) any instrument of proxy sent out by the Charity in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote For the purpose of calculating the periods mentioned in this Article, no account shall be taken of any part of a day that is not a working day
- 19A 2 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
- 19A 3 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
- 19A 4 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
- 19A 5 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 appointer's behalf

20 Written resolutions

- 20 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
- 20 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement
- 20 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of members

- 21 Subject to Article 8, every member, whether an individual or an organisation shall have one vote However, no member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Charity have been paid
- 22 No member shall debate or vote on any matter in which he or she is personally interested without the permission of the majority of the persons present and voting 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
- 23 1 Any organisation that is a member of the Charity may nominate any person to act as its

representative at any meeting of the Charity

- 23 2 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 23 3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Trustees

- 24 1 A Trustee must be a natural person aged 16 years or older.
- 24 2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 35.
- 25 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 26 The first Trustees shall be those persons notified to Companies House as the first directors of the Charity.
- 27 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

28 Powers of Trustees

- 28 1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, these Articles or any special resolution.
- 28 2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 28 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.

29 Retirement of Trustees

- 29 1 At the first annual general meeting to be held in 2010 all the Trustees must retire from office. The retirement of the Trustees at each subsequent annual general meeting shall be determined in accordance with the following provisions of this Article.
- 29 2 For any Trustee originally appointed prior to 1 January 2009 who is re-appointed at the first annual general meeting in 2010, the appointment shall be for a period of at least two years from the date of such meeting and the Trustee shall retire by rotation at the first annual general meeting following the expiry of such two year period. For any Trustee originally appointed after 31 December 2008 who is re-appointed at the first annual general meeting in 2010 or for any Trustee appointed for the first time at such annual general meeting, the appointment shall be for a period of at least three years from the date of such meeting and the Trustee shall retire by rotation at the first annual general meeting following the expiry of such three year period. A Trustee who retires by rotation after such a period of two or three years shall then be eligible for re-appointment for a further period of at least three years until the first annual general meeting following the expiry of such three year period. Thereafter the Trustee shall retire by rotation at each annual general meeting but shall be eligible for re-appointment until the following annual general meeting.
- 29 3 For any Trustee who is appointed for the first time at an annual general meeting after 2010 or who is re-appointed for the first time at such a meeting after being appointed by the other

Trustees, the appointment shall be for a period of at least three years from the date of such meeting and the Trustee shall retire by rotation at the first annual general meeting following the expiry of such three year period. A Trustee who retires by rotation after such a period of three years shall then be eligible for re-appointment for a further period of at least three years until the first annual general meeting following the expiry of such three year period. Thereafter the Trustee shall retire by rotation at each annual general meeting but shall be eligible for re-appointment until the following annual general meeting.

- 29 4 If a Trustee is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 29 5 If the Charity at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the meeting and lost.

Appointment of Trustees

- 30 The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
- 31 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless
- 31 1 he or she is recommended for re-election by the Trustees, or
- 31 2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
- (a) is signed by a member entitled to vote at the meeting,
 - (b) states the member's intention to propose the appointment of a person as a Trustee,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 32 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 33 1 The Trustees may appoint a person who is willing to act to be a Trustee.
- 33 2 A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting.
- 33 3 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be re-appointed.
- 34 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

- 35 A Trustee shall cease to hold office if he or she
- 35 1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

- 35 2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 35 3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- 35 4 resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect),
- 35 5 is absent from 50% of their meetings held within a period of 12 consecutive months and the Trustees resolve that his or her office be vacated, or
- 35 6 is removed from office by a 75% majority vote of the rest of the Trustees at a special meeting called for that purpose, when in the opinion of the Trustees it appears that he or she is acting in a manner detrimental or prejudicial to the well being of the Charity
- 36 In addition and without prejudice to the provisions of Sections 168 and 169 of the Companies Act 2006, the Charity may by ordinary resolution remove any Trustee before the expiration of his or her period of office and may by an ordinary resolution appoint another qualified member in his or her stead but any person so appointed shall retain his or her office so long only as the Trustee in whose place he is appointed would have held the same if he or she had not been removed

37 Remuneration of Trustees

- 37 1 The Trustees must not be paid any remuneration unless it is authorised by Article 6
- 37 2 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meeting of the Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration save as permitted by Article 6

Proceedings of Trustees

- 38 1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles
- 38 2 Any Trustee may call a meeting of the Trustees
- 38 3 The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee
- 38 4 Questions arising at a meeting shall be decided by a majority of votes
- 38 5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- 38 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
- 39 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
- 39 2 The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees
- 39 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

- 40 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
- 41 1 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 41 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
- 41 3 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees
- 42 1 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote, and
- (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- 42 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 has signified their agreement.

Delegation

- 43 1 The Trustees may delegate any of their powers or functions to any committee but the terms of any delegation must be recorded in the minute book. The composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify
- 43 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
- 43 3 The Trustees may revoke or alter a delegation at any time
- 43 4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees
- 43 4 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine

44 Declaration of directors' interests

A Trustee 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 must absent himself or herself from any discussions of the Trustees 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)

45 Conflicts of interests

45 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 these 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,
- (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

45 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

46 Validity of directors' decisions

46 1 Subject to Article 46 2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by the constitution 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, and
- (e) that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting

46 2 Article 46 1 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 46 1, the resolution would have been void, or if the Trustee has not complied with Article 44

47 Officers

47 1 Subject to the provisions of the Companies Acts and to these Articles, the Board may

- (a) appoint or engage a secretary and may appoint an assistant or deputy secretary,
- (b) appoint or engage a treasurer and such other officers or servants as they shall see fit,
- (c) appoint one or more of their number to the unremunerated office of managing Trustee or to any other unremunerated executive office under the Charity

Any and such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determined and the Board may dismiss any officer

or servant so appointed or engaged

- 47 2 Any appointment of a Trustee to an executive office shall terminate if he or she ceases to be a Trustee

48 Seal

If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees 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

49 Minutes

The Trustees must keep, for at least 10 years, minutes of all

- 49 1 appointments of officers made by the Trustees,
49 2 proceedings at meetings of the Charity,
49 3 meetings of the Trustees and committees of Trustees including
- (a) the names of the Trustees present at the meeting,
 - (b) the decisions made at the meetings, and
 - (c) where appropriate the reasons for the decisions

50 Accounts

- 50 1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 50 2 The Trustees must keep accounting records as required by the Companies Acts

51 Annual Report and Return and Register of Charities

- 51 1 The Trustees must comply with the requirements of the Charities Act 1993 with regard to the
- (a) transmission of the statements of account to the charity,
 - (b) preparation of an Annual Report and its transmission to the Commission,
 - (c) preparation of an Annual Return and its transmission to the Commission
- 51 2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Means of communication to be used

- 52 1 Subject to these Articles, anything sent or supplied by or to the Charity under these 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
- 52 2 Subject to these 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

- 53 Any notice to be given to or by any person pursuant to these Articles
- 53 1 must be in writing, or
- 53 2 must be given in electronic form
- 54 1 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
- 54 2 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity
- 55 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
- 56 1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 56 2 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006
- 56 3 In accordance with section 1147 of the Companies Act 2006 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.
- 57 Indemnity**
- 57 1 The Charity may indemnify every 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
- 57 2 In this article a "relevant Trustee" means any Trustee or former Trustee of the Charity
- 58 Rules**
- 58 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
- 58 2 The bye laws may regulate the following matters but are not restricted to them
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

- (c) 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,
- (d) 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 these Articles,
- (e) generally, all such matters as are commonly the subject matter of company or charity rules

58 3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws

58 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

58 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, these Articles

59 Dissolution

If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Charity, and which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object