

Minutes of the Annual General Meeting of Southampton Advice and Representation Centre, held on 29th September, 2008.

Present: Geoff Scott (Chair) (m+d), David Wrighton (Secretary) (m+d), Terry O'Rourke (Treasurer) (m+d), Sandra Reeve(m+d), Carol Cunio(m+d), John Brear(m+d), Mike Bennett(m+d), Rachel Olivent(m+d), John Barneveld(m+d), Nigel Clarke(m), Maria Doswell (m), Susie O'Rourke (m), Alison Golden (m), Hayley Amos (m).

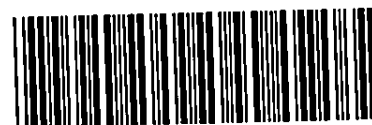
{(m) denotes Member, (d) denotes Director}

Staff in attendance: Gary Edwards, Peter Marsh-Jenks, Adrian Holmes, Joel Nicholson, Kerry Davey, Dave Thompson, Diane England.

Apologies: Gerry Drake (m+d), Mike Tucker (m+d), Sandra Crawford.

	Action
<p>Minutes of the previous meeting. The minutes of the 2007 Annual Meeting, held on June 27th, 2007 had been distributed. It was proposed by John Brear that these were a true record of that meeting, seconded by Terry O'Rourke, and unanimously agreed.</p> <p>Matters Arising: - There were none. It had been noted at the previous meeting that two members had been unwell. It reported that Tony Woods had sadly died shortly after last year's meeting, but that Alan Dodds was now doing well.</p> <p>The Annual Accounts. It was confirmed that the Annual Accounts had been approved by the Board of Trustees at their meeting on September 9th. The Treasurer explained that the Trustees were confident that the finances of the organisation were sound and being sensibly dealt with.</p> <p>On Page 8 the accounts showed that we had a surplus of £17k during the year, mainly due to staff vacancies during the year, and to the income from training activity.</p> <p>Page 10 showed that the total unrestricted Charity Funds were now £82k, which figure is in line with the Centre's reserves policy. This will be reduced during the current year, however, because there are significant capital works needing to be done on the property.</p> <p>It was therefore proposed by the Treasurer that the Accounts should be accepted by the Annual Meeting. This was seconded by Carol Cunio. In answer to questions, it was confirmed:</p>	

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COMPANIES HOUSE

- That we have a full repairing lease, which entails full responsibility for decoration both inside and outside. This includes specifying frequency of decoration.
- There was the distant possibility that the Centre could move in to premises on the Woolston Riverside site at some point. This was a very tentative suggestion, however, and would be in the distant future if it were ever to happen.
- It was also noted, in answer to questions about the need for decoration that the Centre needs to provide a good working environment for its staff and a decent environment for its clients.

These questions having been answered, the Accounts were unanimously accepted.

Election of Directors.

As required by the Constitution, four directors had to stand down at this meeting. All four had been re-nominated by the Directors at their meeting on September 9th. These were:

- Gerry Drake,
- Terry O'Rourke,
- Sandra Reeve,
- Geoff Scott.

There had also been two co-options to the Board during the year. These were:

- Lucy Williams
- Rachel Olivent.

Who had also been re-nominated by the Directors. No other nominations had been received.

The number of vacancies on the board was enough to accept all these nominations, and so it was decided to accept these six nominations en bloc. All six were therefore proposed by David Wrighton, seconded by Mike Bennett and endorsed unanimously. The Directors up for election next year are David Wrighton & Mike Tucker.

Appointment of Auditors.

Keith Powers had filled this role for the past year, and done so satisfactorily. It was therefore proposed by the Treasurer, Terry O'Rourke, that Keith Powers be reappointed as Auditors. This was seconded by Sandra Reeve, and unanimously approved.

Motions

The current Memorandum of Agreement and Articles of Association of the organisation set a high quorum for an Annual and General Meetings of the organisation, which is ten members or one tenth of the membership, whichever is the greater. It is clear from the Charity Commission that this is more likely to be an issue for the individual organisation than for the Charity Commissioners. It was recommended therefore that we should reduce the quorum for an Annual General Meeting to 6 or one tenth of the membership, whichever is the Greater. The full motion is attached. This was proposed by David Wrighton, seconded by Sandra Reeve and unanimously agreed.

Discussions of Challenges Ahead.

The Co-ordinator opened by saying that the organisation had an excellent year. It was good to see so many staff at this meeting, as the Centre has a very strong staff team.

One of the highlights of the year had been to attend a Local Area Committee meeting of Eastleigh Borough Council in the period where the Centre's funding from Eastleigh Borough Council was under threat. A disabled client had spoken up very powerfully on behalf of the Centre, and the surrounding campaign led to Eastleigh Borough Council reviewing and eventually increasing their funding. This had emphasised the value of our clientele as advocates of the Centre.

Another feature of the year had been the inception of a training strand in the Centre's operation. It is clear that the funding is there for the appropriate sort of training and the Centre has the skills to carry this out.

Other comments relevant to the survival of the organisation included:

- We are emphasising the difference between the Centre and the CAB, which does not undertake representation,

And in the year to come:

- It is intended to hold a meeting for a wider audience and to present our annual report.
- The Centre should have a new computerised case management system in place by November.

There are threats to the Centre. It is clear that, if the City Council were looking for savings on its budget, the Centre constitutes a major part of the city's advice budget. However, we are able to demonstrate that we are high-quality & low-cost compared the solicitors or other advice agencies in the city. It is also evident that the Government is advocating the concept of CLAC's (Community Legal Advice Centres). These can work well, but depend heavily on who is awarded the contract.

<p>It was also asked if a CLAC would distance the Centre from Council Funding. This would not necessarily be so, but they can be restrictive, and would not allow the more difficult cases to be taken.</p> <p>The CLS, from where a large part of the funding would come, maintain that their funding is not intended to Fund representation. For this reason, and others, some local authorities have rejected the CLAC route. More work is needed to see if the CLAC model is right for Southampton.</p> <p>Meeting Closure. There being no other business, the Meeting closed at 7.30pm.</p>	
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The Board of directors proposes to the AGM that Article 9 (2) of the Articles of Association is amended from:

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

(2) A quorum is:

- 10 members entitled to vote upon the business to be conducted at the meeting;
 - or
 - one tenth of the total membership at the time
- whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum;

To:

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

(2) A quorum is:

- 6 members entitled to vote upon the business to be conducted at the meeting;
 - or
 - one tenth of the total membership at the time
- whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum;

This change to be effective from the start of the first general meeting that follows this AGM.

COMPANY LIMITED BY GUARANTEE

Memorandum of Association of Southampton Advice & Representation Centre.

- 1 The company's name is Southampton Advice & Representation Centre.
(and in this document it is called the Charity).
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects (the Objects) are;
 - (a) The relief of financial hardship among people living in Southampton & Eastleigh, or such other areas in Hampshire as the Directors may from time to time define. This will be achieved by providing such persons with advice and representation in the fields of Welfare Benefits for actual or potential claimants or Employment Law rights for employees. This advice or representation will be of a standard they could not otherwise access due to financial or social constraints. All support may be withdrawn if a beneficiary refuses to abide by SARC's procedures, including SARC's Equal Opportunity procedure.
 - (b) Education in relation to rights & entitlements in the fields of Welfare Benefits and Employment Law.
- 4 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) 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. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (k) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) 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;

- (l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;
 - (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - (n) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) The liabilities referred to in sub-clause (1)(l) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects save that.

- (2) (a) A Director 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) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (c) Small sums may be expended for the provision of tea, coffee, etc or such items of the purchase of flowers, cards, etc in the case of illness or bereavement. Any such expenditure shall be limited to an average of £1 per person per week in any one year.
- (3) 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 Director 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.

(4) No Director may:

- (a) buy goods or services from the Charity;
- (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 or transaction is previously and expressly authorised in writing by the Charity Commission.

(5) In sub-clauses (2) of this clause 5:

- (a) "Charity" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company
- (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 The liability of the members is limited.

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8 (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 for use for particular purposes that fall within the Objects;

- (2) Subject to any such resolution of the members of the Charity, the Directors 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 dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (d) 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 (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

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THE COMPANIES ACTS 1985 AND 1989 COMPANY LIMITED BY GUARANTEE

Articles of Association of Southampton Advice & Representation Centre.

Interpretation.

1 In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with 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 Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the Charity. The directors 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 Act 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.

Members.

- 2 (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership is open to other individuals or organisations who:
 - (a) apply to the Charity in the form required by the Directors; and
 - (b) are approved by the Directors.
- (3)
 - (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

Classes of Membership.

- 3 (1) There shall be two classes of membership, Individual Members & Organisational Members:
 - (a) Individual members shall be those individuals who apply for membership and can demonstrate both support for the objects of the Charity and a record of having provided tangible support to work of the Charity.
 - (b) Organisations who are members shall be those organisations that apply for membership and can demonstrate both support for the objects of the charity and a record of having provided significant tangible support to the work of the Charity. Organisations may nominate a representative for election as a Director, but that individual must be legally able to become a Director of the Charity in their own right.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

- (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.
- (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.

Termination of Membership.

4 Membership is terminated if:

- (1) the member dies or fails to attend three consecutive general meetings, or, (if it is an organization), it ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her 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 Directors 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.

- 5 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (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.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6 The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

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

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- fourteen clear days for all other extraordinary general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed:

- in the case of an annual general meeting, by all the members entitled to attend and vote; and
- in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 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. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Directors and auditors.

8 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.

Proceedings at general meetings.

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

(2) A quorum is:

- 6 members entitled to vote upon the business to be conducted at the meeting;
- or
- one tenth of the total membership at the time

whichever is the greater.

- (3) The authorised representative of a member organisation shall be counted in the quorum;

10 (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 Directors shall determine.
- (2) The Directors 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 with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

- (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 Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12 (1) The members present 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 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.

13 (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 having the right to vote at the meeting; or
- (e) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- (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.

- 14 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.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

- 16 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 17 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.
- 18 (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.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee 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 nominee has been properly appointed by the organisation.

Directors.

- 19 (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 20 The number of Directors shall be not less than three and not more than 20.
- 21 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 22 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

- 23 (1) The Directors shall direct the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement.

- 24 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 25 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director 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.

The Appointment of Directors.

- 26 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire.
- 27 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or
- (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 Director

- (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.
- 28 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 Director other than a Director who is to retire by rotation.
- 29 (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 30 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors.

- 31 A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (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);
 - (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;
 - (4) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration.

- 32 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors.

- 33 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (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 chairs the meeting shall have a second or casting vote.
- 34 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

37 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

38 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

(2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

39 A Director must absent himself or herself from any discussions of the Directors 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).

40 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum; the decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

Seal.

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

Minutes.

42 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts.

43 (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.

(2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities.

44 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

45 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

46 (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 using electronic communications to the member's address.

(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.

47 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.

48 (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 a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A 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 communication, 48 hours after it was sent.

Indemnity.

49 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

50 (1) The Directors 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 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 Directors in so far as such procedure is not regulated by the Act or by these Articles;
- (f) 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 byelaws.

(4) The Directors 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 memorandum or the articles.

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