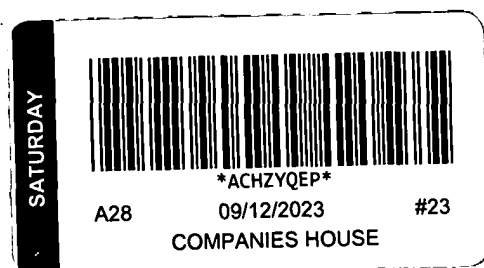


**THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
THE SWITCHBACK INITIATIVE**

Adopted by special resolution passed on 6 December 2023



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Company Number: 6615923

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE SWITCHBACK INITIATIVE

(Adopted by special resolution passed on 21 March 2018)

INTERPRETATION

1. None of the articles, in the model articles for a private company limited by guarantee set out in Schedule 1 to the Companies (Model Articles) Regulations 2008 or regulations in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended shall apply to the Charity.

2. (a) **articles** means the Charity's articles of association as from time to time altered;

authorised representative means an individual who is authorised by a Member organisation to act as its representative at any meeting of the Charity and whose name and address has been notified to the Charity;

CA 1985 means the Companies Act 1985 as in force from time to time;

CA 2006 means the Companies Act 2006 as in force from time to time;

Chair means the chair of the Trustees appointed under article 566;

Charity means the company called The Switchback Initiative registered number 6615923;

clear days means, in relation to the period of a notice, that 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;

electronic form has the same meaning as in the CA 2006;

electronic means has the same meaning as in the CA 2006;

electronic signature has the same meaning given in section 7 of the Electronic Communications Act 2000;

FSMA means the Financial Services and Markets Act 2000;

functions includes powers and duties;

hard copy form has the same meaning as in the CA 2006;

in person in relation to attendance or presence at general meetings includes, in the case of a Member organisation, attendance or presence by an authorised representative;

investment management functions means the Trustees' functions under article 58(s) relating to:

- (i) the investment of assets of the Charity;
- (ii) the acquisition of property by the Charity; and
- (iii) managing property of the Charity and disposing of, or creating or disposing of an interest in, such property;

Investment Manager means an individual, company or firm or more than one who may be appointed by the Trustees under article 58(t);

Member means an individual or an organisation who is a member of the Charity and whose name is entered in the Register of Members;

Memorandum means the Charity's memorandum of association as originally adopted or as from time to time altered;

non-charitable trading means carrying on a trade for the purpose of raising funds for the Charity other than a trade the profits of which are applied solely to the purposes of the Charity and either:

- (i) the trade is exercised in the course of the actual carrying out of a primary purpose of the Charity; or
- (ii) the work in connection with the trade is mainly carried out by the beneficiaries of the Charity; or
- (iii) the profits accrue to the Charity from a lawful society lottery; or
- (iv) the profits of the trade are entitled to exemption from tax under section 46 of the Finance Act 2000 or would have been so entitled by Extra Statutory Concession prior to 1 April 2000;

Objects means the Objects of the Charity as defined in article 3;

organisation means a company or an unincorporated association;

policy statement means a statement giving guidance as to how the investment management functions should be exercised by the Investment Manager under article 58(t) and includes any revised or replacement policy statement;

registered office means the registered office of the Charity;

Register of Members means the register of members required to be maintained under the CA 2006 and article 22;

Register of Trustees means the register of trustees required to be maintained under article 866;

Secretary means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including an assistant or deputy secretary;

Statutes means the CA 1985, the CA 2006 and any other statute, statutory instrument regulation or order for the time being in force concerning the Charity;

these articles mean these articles of association, as from time to time altered;

Trustees means the persons who are the directors of the Charity for the purposes of the Statutes and the charity trustees within the meaning of section 177 of the Charities Act 2011;

Trustees' functions means:

- (i) any function consisting of carrying out a decision that the Trustees have taken;
- (ii) any function relating to the investment of assets (including, in the case of land held as an investment, managing the land and creating or disposing of an interest in the land);
- (iii) any function relating to the raising of funds for the Charity otherwise than by means of profits of a trade which is an integral part of carrying out the Charity's charitable purposes;
- (iv) any other function prescribed by an order made by the Secretary of State under section 11(3) of the Trustee Act 2000; and
- (v) the power to appoint and terminate office of a Trustee; and

the United Kingdom means the United Kingdom of Great Britain and Northern Ireland.

- (b) Whenever, and for so long as, the Charity has a single Member these articles apply (in the absence of any express provision to the contrary) with such modification as is necessary in relation to a single member company.
- (c) Any reference in these articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation so made under that enactment.
- (d) Any reference to writing includes a reference to any method of reproducing words in a legible form.
- (e) Any reference to a signature or to something being signed or executed includes a signature printed or reproduced by mechanical or other means or any stamp or distinctive marking made by or with the authority of the person required to sign the document to indicate it is approved by such person, or in respect of communications in electronic form only, any other means of verifying the authenticity of a communication in electronic form which the Trustees may from time to time specify, or where no means has otherwise been specified by the Trustees, an electronic signature (which for the purposes of section 1146(3)(b) of the CA 2006 shall be a manner of authentication specified by the Charity); provided that the Charity has no reason to doubt the authenticity of that electronic signature.
- (f) Any reference to a show of hands includes such other method of casting votes as the Trustees may from time to time approve.
- (g) Any other words or expressions defined in the CA 2006 or, if not defined in the CA 2006, in any other of the Statutes (in each case as in force on the date these articles take effect) have the same meanings as in the Memorandum or these articles.
- (h) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include the other gender and words importing persons include bodies corporate and unincorporated associations.

- (i) Headings to the Memorandum and these articles are inserted for convenience and shall not affect construction.

OBJECTS

- 3. The Objects for which the Charity is established are:
 - (a) the care and resettlement and rehabilitation of offenders, and those at risk of offending;
 - (b) the advancement of education, training and employment opportunities of offenders and those at risk of re-offending so as to advance them in life and assist them in avoiding re-offending;
 - (c) to provide advice, guidance, information and support to offenders and those at risk of offending; and
 - (d) the promotion of such other purposes being exclusively charitable according to the law of England and Wales as the Trustees may from time to time determine.

MEMBERS AND TRUSTEES INTERESTS

- 4. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.
 - (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 and article 588.
 - (c) A Trustee may receive an indemnity from the Charity in the circumstances specified in article 1022.
- 6. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
 - (b) reasonable and proper remuneration for any goods or service supplied to the Charity.
- 7. No Trustee or connected person may:
 - (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from, the Charity; or
 - (d) receive any other financial benefit from the Charity;

unless:

- (i) the payment is permitted by articles 8, 9, 10, 11, 12, 13 or 14; or

- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 8. A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 9. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, the Charities Act 2011 *provided that*:
 - (a) the amount or maximum amount of the payment for the goods or the provision of services is set out in an agreement in writing between:
 - (i) the Charity or its Trustees (as the case may be); and
 - (ii) the Trustee or connected person supplying the goods or providing the services (the **supplier**) under which the supplier is to supply the goods or provide the services in question to or on behalf of the Charity;
 - (b) the amount or maximum amount of the payment for the goods or the provision of services does not exceed what is reasonable in the circumstances for the supply of the goods or for the provision of services in question;
 - (c) the other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so and have regard to any guidance given by the Charity Commission in the making of any agreement within article 9(a);
 - (d) the supplier (and, in the case of a connected person, the Trustee with whom that connected person is connected) is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it (or the Trustee's connected person) with regard to the supply of goods or the provision of services to the Charity;
 - (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
 - (f) the reason for their decision is recorded by the Trustees in the minute book; and
 - (g) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by article 7.
- 10. A Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person provided that each of the conditions set out in article 9(a) to (g) is satisfied in relation to the supply of such goods.
- 11. A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- 12. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

13. The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
14. A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
15. In articles 5 to 14, "Charity" shall include any company in which the Charity:
 - (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more Trustees to the board of the company.
16. Section 118 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in articles 5 to 14.

LIMITED LIABILITY

17. The liability of the Members is limited.

GUARANTEE

18. Every Member undertakes to contribute such amount as may be required not exceeding £1 to the Charity's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he or she ceases 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.

MEMBERS

19. Members are the subscribers to the Memorandum and/or such other individual(s) and/or organisation(s) as may be admitted to membership in accordance with these articles (and such rules as may be made by the Charity in accordance with article 1000) and who consent in writing to become a Member either personally or (in the case of an organisation) through an authorised representative.
20. No person shall be admitted as a Member of the Charity unless he or she is approved by the Members at a general meeting of the Members and is, at the same time, appointed as a Trustee in accordance with these Articles. Therefore, each Member of this Charity shall also be a Trustee. Every person who wishes to become a Member shall deliver to the Charity a signed application for membership and trusteeship in such form as the Trustees require.
21. Membership of the Charity is not transferable.
22. The Charity shall maintain and keep at the registered office a Register of Members containing the following particulars with respect to each Member:
 - (a) his or her name and address; and
 - (b) the date at which he or she was entered in the Register as a Member and the date at which he or she ceased to be a Member.
23. Membership terminates automatically if a Member:

- (a) not being a sole Member, retires from membership by giving not less than seven clear days' notice to the Charity;
- (b) ceases to be a Trustee;
- (c) dies or (in the case of an unincorporated association) ceases to exist;
- (d) becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or (being a company) goes into liquidation other than for the purposes of solvent reconstruction;
- (e) fails to pay any subscription within three months after the due date of payment; or
- (f) is removed from membership by resolution of the Trustees by reason of conduct inconsistent with membership of the Charity, provided that the Trustees shall give the Member not less than 14 clear days' notice of their intention to consider the resolution and invite the Member to submit written representations before a decision is made.

GENERAL MEETINGS

- 24. The Trustees may call general meetings and, on the requisition of Members under the provisions of CA 2006, shall convene a general meeting for a date not later than eight weeks after receipt of such requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any Member may call a general meeting.
- 25. (a) A general meeting may consist of a conference between Members some or all of whom are in different places provided that each Member may participate in the business of the meeting whether directly, by telephone or by any other means (whether electronically or otherwise) which enables him or her:
 - (i) to hear (or otherwise receive real time communications made by) each of the other participating Members addressing the meeting; and
 - (ii) if he or she so wishes, to address all of the other participating Members simultaneously (or otherwise communicate in real time with them),

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the ~~number of Members required to form a quorum.~~
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating Members is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.
- (d) A resolution put to the vote of a meeting shall be decided by each Member indicating to the chair (in such manner as the chair may direct) whether the member votes in favour of or against the resolution or abstains.

NOTICE OF MEETINGS

- 26. All general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to

attend and vote, being a majority together representing not less than 90% of the total voting rights at the meeting of all the Members.

27. The notice shall specify:
- (a) the time and date of the meeting;
 - (b) the place of the meeting or, in the case of a meeting under article 25, the contact details for the meeting; and
 - (c) the general nature of the business to be transacted.
28. Subject to the provisions of these articles, the notice shall be given to all the Members and to the Trustees and the auditors of the Charity.
29. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

30. No business may be transacted at any general meeting unless a quorum is present. The quorum at any general meeting shall be four Members, present in person or (being an organisation) present by a duly authorised representative and entitled to vote.
31. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
32. (a) The Chair or, in his or her absence, some other Trustee present nominated by the Trustees or being the only Trustee present shall preside as chair of the meeting.
- (b) If neither the Chair nor such other Trustee is present within 15 minutes after the time appointed for holding the meeting and willing to act, the Members present in person or (being an organisation) present by a duly authorised representative and entitled to vote shall choose one of themselves to preside as chair of the meeting.
33. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given in the same manner as in the case of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it is not necessary to give any notice.
34. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Statutes and to article 25, a poll may be demanded:
- (a) by the chair; or
 - (b) by at least two Members having the right to vote at the meeting; or
 - (c) 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.

35. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
36. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll was made.
37. A poll shall be taken at such place and in such manner (including by electronic means) as the chair directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.
38. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
39. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
40. The Members may pass resolutions in writing in accordance with the provisions of Chapter 2 of Part 13 of CA 2006.
41. Where, during any period when the Charity has only one Member, the Member takes a decision which may be taken by the Charity in general meeting and which has effect as if agreed by the Charity in general meeting, the Member shall (unless that decision is taken by way of written resolution) provide the Charity with a written record of that decision.

VOTES OF MEMBERS

42. The provisions of CA 2006 shall apply in relation to voting rights on a resolution taken on a show of hands at a meeting and on a poll taken at a meeting provided that a member shall not be entitled to attend or vote at a general meeting of the Charity if any moneys presently payable by him or her to the Charity are unpaid.
43. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, *curator bonis* or other person authorised in that behalf appointed by that court. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
44. No objection may be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any objection made in due time shall be referred to the chair of the meeting and his or her ruling in relation to any Member other than himself or herself is final and conclusive. In relation to the chair of the meeting, the question shall be decided by ordinary resolution of the other Members.

45. The Trustees may, but shall not be bound to, require such further evidence as they think fit of authenticity of any signature where the appointor is a corporation, an officer, of his or her authority.
46. A vote given or poll demanded by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office or at such other place at which the duly authorized representative appointment was deposited or delivered or where the appointment of the duly authorized representative was contained in a communication sent in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for the poll.

APPOINTMENT AND RETIREMENT OF THE TRUSTEES

47. The number of Trustees shall not be less than three and (unless otherwise determined by ordinary resolution) is not subject to any maximum.
48. The Trustees shall (subject to article 49) be appointed by resolution of the Members at a general meeting.
49. Subject to articles 544 and 57, each Trustee shall hold office for a period of three years from the date of his or her appointment (or such shorter period as he or she may agree) and, if qualified, is eligible for reappointment for a further two periods of three years (unless otherwise determined by ordinary resolution that this restriction does not apply).
50. A Trustee who retires from office under article 57(d) shall be eligible, if qualified, for reappointment for a second and third term.
51. No person may be appointed Trustee:
 - (a) unless he or she is also admitted a Member of the Charity at the same general meeting;
 - (b) unless he or she is a natural person who has attained the age of 18 years; and
 - (c) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from office under article 577.
52. No person may act as a Trustee (whether on a first or subsequent appointment) until after signing a declaration of willingness to act as a Trustee of the Charity.
53. The first Trustees shall be those persons named in the statement delivered under section 9 of CA 2006 who are deemed to have been appointed under these articles.
54. The Trustees may call a general meeting in accordance with these articles for the purpose of considering the retirement of any Trustee.
55. The term served in office for each individual serving as Trustee as at the date of adoption of the articles shall be deemed to be the number of years since the appointment of that individual as Trustee unless that individual has served as Trustee for more than six years as at the date of adoption of these articles in which case the term served in office of that individual shall be calculated by deducting six years from the total of his or her years served as Trustee as at the date of adoption of these articles.

CHAIR, DEPUTY CHAIR AND HONORARY TREASURER

56. The Trustees must appoint one of themselves to be Chair. The Trustees may also appoint a Deputy Chair and an Honorary Treasurer. The Chair, the Deputy Chair and the Honorary Treasurer hold office until he or she ceases to be a Trustee or for such shorter period as the Trustees may determine.

REMOVAL OF OFFICE OF TRUSTEE

57. The office of a Trustee shall be vacated if:
- (a) he or she ceases to be a director by virtue of any provision of the Act or he or she is disqualified under section 178 of the Charities Act 2011 from acting as a charity trustee or he or she is otherwise prohibited by law from being a director or a trustee; or
 - (b) he or she becomes bankrupt or he or she makes any arrangement or composition with his creditors generally; or
 - (c) a registered medical practitioner who has examined him or her gives a written opinion to the Charity stating that he or she has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months or;
 - (d) he or she retires from office by notice to the Charity (but only if at least three Trustees will remain in office when the notice is to take effect); or
 - (e) all the other Trustees resolve that his or her office be vacated; or
 - (f) his or her term of office expires; or
 - (g) he or she ceases to be a Member; or
 - (h) he or she has been absent without permission of the Trustees from three consecutive meetings of the Trustees; or
 - (i) he or she is removed from office by ordinary resolution in accordance with section 168 of the CA 2006.

POWERS OF TRUSTEES

58. In furtherance of the Objects (but not otherwise) the Charity has and may exercise all or any of the following powers:
- (a) to make grants and to provide other forms of financial assistance or assistance in kind, including loans (with or without interest);
 - (b) to establish or support any charitable body formed for all or any of the Objects;
 - (c) to reserve funds for special purposes or against future expenditure;
 - (d) to raise funds and to invite and accept (or disclaim) gifts or loans of money and any other property whatsoever, real or personal and subject or not to any special charitable trust or any condition: provided that in raising funds the Charity may not undertake any non-charitable trading;
 - (e) to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable, and to operate bank accounts in the name of the Charity;

- (f) to conduct or promote the conduct of research and to publish knowledge acquired as a result of such research;
- (g) to promote and carry out or assist in promoting and carrying out surveys and investigations;
- (h) to advertise in such manner as may be thought expedient;
- (i) to acquire (whether by grant, assignment, licence, purchase, gift or otherwise) any copyright, patent, design right, trade mark, right of publication, translation or reproduction or other intellectual property right which may appear useful to the Charity and to register, renew, revoke, license or assign or otherwise turn to account or use the same;
- (j) to provide or assist in providing exhibitions, lectures, meetings, conferences, seminars, classes and workshops;
- (k) to write, make, commission, print, and publish or distribute (gratuitously or otherwise) written materials, films, audio or visual tapes or other materials or assist in such activities;
- (l) to co-operate or enter into arrangements or agreements with any government department, local authority, charity, university, college or professional, commercial or other voluntary body or person;
- (m) to purchase, take on lease or in exchange, hire or otherwise acquire property of any kind;
- (n) to construct, alter and maintain any buildings;
- (o) subject to the requirements of the Charities Act 2011 and any other consent required by law, to sell, lease or otherwise dispose of property of any kind;
- (p) subject to the requirements of the Charities Act 2011 and any other consent required by law, to borrow money and obtain any form of credit or finance on such terms and on such security as may be thought fit;
- (q) to lend money or give credit on such terms and conditions and on such security as may be thought fit;
- (r) subject to the requirements of the Charities Act 2011 and any other consent required by law, to guarantee or give security for the performance of contracts or obligations by the Charity or by any person or body being legally associated with the Charity;
- (s) to invest moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as the Trustees may determine;
- (t) to appoint as the Charity's Investment Manager on such reasonable terms as to remuneration and other matters as the Trustees determine a person who they are satisfied after inquiry is a proper and competent person to act in that capacity;
- (u) subject to articles 4 to 16 and 58(t), to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine an agent or agents and to delegate to any such agent or to any such agents jointly the exercise of any or all of the Trustees' functions: provided that this subparagraph does not:

(A) authorise the appointment of any agent on terms that:

I. permit the agent to appoint a substitute; or

- II. restrict the liability of the agent to the Charity; or
 - III. permit the agent to act in circumstances capable of giving rise to a conflict of interests;
 - IV. unless, in relation to the exercise of Trustees' functions, it is reasonably necessary to do so, or;
- (B) authorise the delegation of the Trustee's other powers authorities or discretions except in accordance with the articles;
- (v) subject to articles 4 to 16, to appoint on such reasonable terms as to remuneration and other matters as the Trustees determine, employees, independent contractors and voluntary workers;
 - (w) subject to articles 4 to 16, to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Charity or their widows, widowers or dependants;
 - (x) to insure the property of the Charity against any foreseeable risks and take out other insurance policies to protect the Charity as required;
 - (y) to provide indemnity insurance to cover the liability of any agent, employee, independent contractor or voluntary worker of the Charity;
 - (z) to buy indemnity insurance to cover the liability and expenses of the Trustees:
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity;
 - (ii) to make any contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986,
 subject to the conditions set out in, and in accordance with, section 189 of the Charities Act 2011.
 - (aa) to undertake and carry out any charitable trusts or agencies;
 - (bb) to secure the discharge of any of the Charity's liabilities and obligations in any lawful manner;
 - (cc) to amalgamate or affiliate with or to acquire or take over all or part of the undertaking or assets of any charitable body having objects altogether or mainly similar to those of the Charity;
 - (dd) to pay all expenses arising in connection with the formation and registration or recognition of the Charity in any part of the world;
 - (ee) to do any other lawful thing in furtherance of the Objects.
59. (a) Subject to the provisions of the Statutes, and these articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of these articles and no such direction is to be treated as invalidating any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
- (b) The Trustees may change the name of the Charity at any time by majority decision of the Trustees in a meeting.

- (c) The powers given by this article are not limited by any special power given to the Trustees by these articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- (d) The Trustees 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, including authority for the agent to delegate all or any of his or her powers.

DELEGATION OF TRUSTEES' POWERS

- 60. Subject to article 58(t), the Trustees may delegate any of their powers, authorities and discretions to any committee consisting of two or more persons (whether Trustees or not) as they think fit, provided that the majority of the members of the committee are Trustees and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are Trustees. The Trustees may make any such delegation on such terms and conditions as they think fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the Trustees.
- 61. The proceedings of any committee shall be governed by any regulations imposed on it by the Trustees and (subject to such regulations) by these articles regulating the proceedings of the Trustees so far as they are capable of applying.
- 62. All acts and proceedings of any committee shall be reported promptly to the Trustees. No committee may incur expenditure except in accordance with a budget which has been approved by the Trustees.
- 63. Members of any committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their functions.

ADVISORY BOARD

- 64. The Trustees may establish an Advisory Board consisting of such persons as the Trustees from time to time determine to provide the Trustees with such advice in connection with the discharge of their functions as the Trustees may from time to time request.
- 65. Members of any Advisory Board may (subject to article 4) be paid an honorarium for advice provided to the Charity and may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their functions.
- 66. The activities of any Advisory Board are to be regulated by rules made under article 1000.

TRUSTEES' EXPENSES

- 67. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with the discharge of their functions.

TRUSTEES' APPOINTMENTS AND INTERESTS

- 68. No Trustee is accountable for any remuneration or other benefit received by him or her (whether by reason of his or her position with the Charity or otherwise) from any body corporate, securities of which comprise the assets of the Charity or any part thereof provided that where the Trustee's appointment to a position with such body corporate resulted wholly or partly from the exercise of voting rights vested in the Charity then such Trustee is accountable for any remuneration or other

benefit received by him or her except to the extent that such remuneration or other benefit represents reasonable compensation for the services provided by the Trustee to the body corporate concerned.

69. Any Trustee who is in any way, whether directly or indirectly, interested other than as a Trustee in any contract, transaction or arrangement or any proposed contract, transaction or arrangement with the Charity shall declare the nature of his or her interest at the meeting of the Trustees at which the question of entering into the contract, transaction or arrangement is first taken into consideration, if he or she knows his or her interest then exists, or in any other case at the first meeting of the Trustees after he or she knows that he or she is or has become so interested. Such Trustee may not:
- (a) be counted in the quorum for that part of the meeting; and
 - (b) vote on any resolution concerning the matter.
70. (a) If a situation (a **Relevant Situation**) arises in which a Trustee has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Charity (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Charity could take advantage of it but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provisions shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the Charity:
- (i) if the Relevant Situation arises from the appointment or proposed appointment of a person as a Trustee of the Charity:
 - (A) the Trustees (other than the Trustee, and any other Trustee with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution); or
 - (B) the Members (by ordinary resolution),may resolve to authorise the appointment of the Trustee and the Relevant Situation on such terms as they may determine;
 - (ii) if the Relevant Situation arises in circumstances other than in paragraph (i) above, the Trustees (other than the Trustee and any other Trustee with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the Relevant Situation and the continuing performance by the Trustee of his or her duties on such terms as they may determine.
- (b) Any reference in paragraph (a) above to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- (c) Any terms determined by the Trustees or the Members under paragraphs 70(a)(i) or 70(a)(ii) above may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the Trustees or the Members but shall include (without limitation) the following terms:
- (i) that the interested Trustees may not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation; and
 - (ii) that the interested Trustees be excluded from all information and discussion by the Company of the Relevant Situation.

- (d) Any authorisation given under paragraphs 70(a)(i) or 70(a)(ii) above may be withdrawn by either the Trustees or the Members by giving notice to the Trustee concerned.
 - (e) An interested Trustee must act in accordance with any terms determined by the Trustees or the Members under paragraphs 70(a)(i) or 70(a)(ii) above.
 - (f) Except as specified in paragraph (a) above, any proposal made to the Trustees and any authorisation by the Trustees in relation to a Relevant Situation shall be dealt with in the same way as any other matter may be proposed to and resolved upon by the Trustees in accordance with the provisions of these articles.
71. (a) A Trustee shall, as soon as reasonably practicable, declare the nature and extent of his or her interest in a Relevant Situation within article 70(a)(i) or 70(a)(ii) to the other Trustees and the Members. Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest.
- (b) If a declaration of interest in relation to a Relevant Situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
72. 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 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).
73. The Trustees must maintain a register of Trustees' interests and must make it available for inspection upon the reasonable request of any Trustee.

MEETINGS AND PROCEEDINGS OF THE TRUSTEES

74. Subject to the provisions of these articles, the Trustees may regulate their meetings in such manner as they think fit but shall hold at least three meetings in each year. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Notice of a meeting of the Trustees may be given to a Trustee orally or given in hard copy form or in electronic form to him or her at such address as he or she may from time to time specify for this purpose or if he or she does not specify an address at his or her last known address. A Trustee may waive notice of any meeting either prospectively or retrospectively. Not less than 48 hours' notice of Trustees' meetings shall be given to all Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes for and against a resolution, the chair of the meeting shall have a second or casting vote in respect of that resolution.
75. The quorum at a meeting for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed, shall be two.
76. Meetings of the Trustees shall be attended in person unless the Trustees for sufficient reason agree to participation under article 77.
77. (a) Subject to article 766, a meeting of the Trustees may consist of a conference between Trustees some or all of whom are in different places provided that each Trustee who participates is able:
- (i) to hear (or otherwise receive real time communications made by) each of the other participating Trustees addressing the meeting; and

- (ii) if he or she so wishes, to address all of the other participating Trustees simultaneously (or otherwise communicate in real time with them),

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.

- (b) A quorum is deemed to be present if at least the number of Trustees required to form a quorum, subject to the provisions of article 7979, may participate in the manner specified above in the business of the meeting.
- (c) A meeting of the Trustees held in this way is deemed to take place at the place where the largest group of participating Trustees is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.
- (d) A resolution put to the vote of a Trustees' meeting shall be decided by each Trustee indicating to the chair (in such manner as the chair may direct) whether the member votes in favour of or against the resolution or abstains.

- 78. The Chair, shall, if present and willing, preside at all meetings of the Trustees but, if no chair has been appointed, or if he or she is not present within five minutes after the time fixed for holding the meeting or is unwilling to act as chair of the meeting, the Trustees present shall choose one of their number to act as chair of the meeting.
- 79. The Trustees may act notwithstanding any vacancies in their number but if their number is reduced below the number fixed as the quorum for meetings of the Trustees, the continuing Trustee or Trustees may act for the purpose of increasing the number of Trustees to that number or calling a general meeting, but for no other purpose.
- 80. All acts done by a meeting of the Trustees or of a committee or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, are as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a committee member and had been entitled to vote.
- 81. A resolution which is signed or approved and dated by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees 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. The resolution may be contained in one document or communication in electronic form or in several documents or communications in electronic form (in like form) each signed or approved and dated by one or more Trustees. The resolution is to be treated as passed at the date of the last signature. For the purpose of this article the approval of a Trustee shall be given in hard copy form or in electronic form.
- 82. Where proposals are under consideration concerning the appointment of two or more Trustees to offices with the Charity or any body corporate in which the Charity is interested the proposals may be divided and considered in relation to each Trustee separately and (provided he or she is not for another reason precluded from voting) each of the Trustees concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
- 83. If a question arises at a meeting of the Trustees or of a committee of Trustees as to the right of a Trustee to vote, the question shall be referred to the chair of the meeting and his or her ruling in relation to any Trustee other than himself or herself is final and conclusive. In relation to the chair of the meeting, the question shall be decided by resolution of the other Trustees.

SECRETARY

84. Subject to the provisions of the Statutes and to article 4, the Secretary shall be appointed by the Trustees on such reasonable terms as to remuneration and other matters and subject to such conditions as the Trustees from time to time determine; and any Secretary so appointed may be removed by the Trustees by reasonable notice.

OTHER OFFICERS

85. Subject to the provisions of the Statutes and to article 4, the Trustees may appoint such other officers as they may determine on such reasonable terms as to remuneration and other matters and subject to such conditions as the Trustees from time to time determine; and any officer so appointed may be removed by the Trustees by reasonable notice.

REGISTER OF TRUSTEES AND SECRETARY

86. The Trustees shall maintain a Register of Trustees containing the following particulars:
- (a) with respect to each Trustee:
 - (i) his or her present name, any former name, his or her usual residential address, his or her nationality, his or her business occupation (if any), particulars of any other directorships held or which have been held by him or her and his or her date of birth; and
 - (ii) the date at which he or she was appointed or re-appointed as a Trustee and the date at which he or she ceased to be a Trustee.
 - (b) With respect to the Secretary, his or her present name, any former name and his or her usual residential address.

MINUTES

87. The Trustees shall cause minutes to be made in books kept for the purpose of:
- (a) all appointments of officers made by the Trustees;
 - (b) all proceedings at meetings of the Charity, of the Trustees and of any committees and any Advisory Board appointed under article 644, including the names of the persons present at each meeting; and
 - (c) all professional advice obtained.

ACCOUNTS, REPORTS AND RETURNS

88. The Trustees shall comply with the requirements of the Statutes and of the Charities Act 2011 with respect to the keeping of accounting records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners for England and Wales of:
- (a) annual accounts;
 - (b) annual reports; and
 - (c) annual returns.

89. No Member shall (as such) have any right of inspecting any accounting records or other books or documents of the Charity except as conferred by the Statutes or authorised by the Trustees.

NOTICES

90. Subject to article 99, any notice or other communication (in this article referred to generally as notice) required to be given to or by any person under these articles shall be in hard copy form or to the extent permitted by the Statutes and subject to article 911 sent or supplied in electronic form or by means of a website.
91. The Trustees may from time to time specify the form and manner in which a notice may be given to the Charity in electronic form and/or by electronic means, including one or more addresses for the receipt of such document or information, and may prescribe such procedures as it thinks fit for verifying the authenticity or integrity of any such document or information. A notice may be given to the Charity in electronic form and/or by electronic means only if it is given in accordance with the requirements specified by the Trustees.
92. (a) A notice in hard copy form may be given or served by the Charity to any Member either personally or by sending or supplying it by post addressed to the Member at his or her address or by leaving it at that address.
- (b) Subject to the Statutes, a notice may be given by the Charity to any Member in electronic form to such address as may from time to time be authorised by the Member concerned or by making it available on a website and notifying the Member concerned in accordance with the Statutes that it has been made available. A Member shall be deemed to have agreed that the Charity may send or supply a document as information by means of a website if the conditions set out in the Statutes have been satisfied.
93. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where required, of the purposes for which it was called.
94. The address for service of the Charity is the registered office.
95. Subject to article 966, the address for service of Members and Trustees is the address recorded in the Register of Members and the Register of Trustees respectively.
96. Any Member or Trustee, whose address recorded in the Register of Members or the Register of Trustees (as the case may be) is outside the United Kingdom, shall not be entitled to receive any notice from the Charity unless:
- (a) the Charity is able, in accordance with the Statutes, to send notice to him or her by electronic means; or
- (b) he or she gives to the Charity a postal address within the United Kingdom at which notice may be given to him or her.
97. Any document or information shall be deemed to have been received:
- (a) in the case of the personal service at an address, on the day it was so left;
- (b) if sent by first class post, on the day following that on which the envelope containing it is put into the post;
- (c) if sent by second class post, on the second day following that on which the envelope containing it is put into the post;

- (d) if sent or supplied by electronic means, on the day which the document or information was sent or supplied by or on behalf of the Charity. If the Charity receives a delivery failure notification following a communication by electronic means, the Charity shall send or supply the document or information communicated in electronic form (including a notice that material was made available on the website) in hard copy form to the Member either personally or by post addressed to the Member at his or her address or by leaving it at that address. Such communication shall be deemed to have been received in accordance with the provisions of paragraphs (a), (b) or (c) above, as applicable.
 - (e) Any document or information sent or supplied by means of a website shall be deemed to have been received when the material was first made available on the website or, if later, when the recipient was deemed to have received notice of the fact that the material was available on the website.
98. Proof that the letter, wrapper or envelope containing the document or information was properly addressed, prepaid and put in the post is conclusive evidence that it has been received.
99. A notice calling a meeting of the Trustees need not be in writing.

RULES

100. Subject to article 1011, the Trustees may from time to time make rules consistent with these articles and the Act for the proper conduct and management of the Charity and in particular (but without prejudice to the generality of the foregoing), they may by such rules regulate the following matters in so far as not regulated by these articles:
- (a) the admission and classification of Members, the rights and privileges of Members, the conditions of membership, the terms on which Members may retire or have their membership terminated and any entrance fees, subscriptions and other fees or payments to be made by Members;
 - (b) the conduct of Members in relation to one another and to the Charity's employees;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees and committees and meetings of the Trustees and of committees and any Advisory Board;
 - (e) the operation of bank accounts;
 - (f) the custody of documents; and
 - (g) generally, all such matters as are commonly the subject of company rules.
101. The Charity in general meeting may alter, add to or repeal the rules and the Trustees shall adopt such means as they think sufficient to bring to the notice of the Members all such rules which, so long as they are in force, are binding on all the Members.

INDEMNITY, INSURANCE AND DEFENCE

102. (a) As far as the legislation allows and subject to articles 58(y) and 58(z), the Charity may:
- (i) indemnify any Trustee or former Trustee of the Charity (or of an associated body corporate) against any liability incurred in that capacity;

- (ii) purchase and maintain insurance against any liability for any Trustee referred to in (i) above; and
 - (iii) provide any Trustee (and in the circumstances) referred to in (i) above with funds (whether by loan or otherwise) to meet expenditure incurred or to be incurred by him or her in defending any criminal, regulatory or civil proceedings or in connection with an application for relief (or to enable any such Trustee to avoid incurring such expenditure).
- (b) The powers given by this article shall not limit any general powers of the Charity to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief.

SURPLUS ASSETS UPON WINDING UP

103. Upon the winding up of the Charity, any surplus assets of the Charity remaining after the satisfaction of all its debts and liabilities may not be paid to or distributed among the Members but must be given or transferred to such other charitable institution or institutions having objects similar to the Objects or, in default of any such institution, to such other charitable object as the Members determine.