

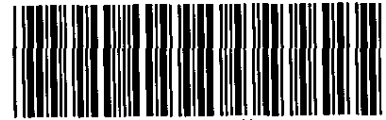
The Companies Acts 1985 -2006

Charity Limited by Guarantee

Articles of Association of

CHARITABLE GIVING
Company No. 6754603

WEDNESDAY



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15/11/2017

#200

COMPANIES HOUSE

1. Definitions

In these articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,

"address" means the postal address or for the purposes of electronic communications, a fax number, an email address or a text message number in each case registered with the Charity

"the articles" means the articles of the Charity,

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

"communication" and "electronic communication" have the meanings ascribed to them in the Electronic Communications Act 2000,

"Charity" means the charity intended to be regulated by these articles,

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

"the Directors" means the Directors of the Charity who are the charity trustees as defined by the Charities Act 1993 section 97

"electronic communication" means the same as in the Electronic Communications Act 2000,

"executed" includes any mode of execution,

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"officers" includes the Directors and the Secretary

"the seal" means the common seal of the Charity,

"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 United Kingdom" means Great Britain and Northern Ireland

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

Words or expressions defined in these articles shall bear the same meaning in the Memorandum unless the context otherwise requires

2. Members

- 2.1 The subscribers to the memorandum of association of the Charity and such other persons as are admitted to membership in accordance with the articles shall be members of the Charity. No person shall be admitted a member of the Charity unless he is approved by the Directors. Every person who wishes to become a member of the Charity shall deliver to the Charity an application for membership in such form as the Directors require executed by him.
- 2.2 A member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity.
- 2.3 Membership shall not be transferable and shall cease on death.

3. General Meetings

The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Charity may call a general meeting.

4. Notice of General Meetings

- 4.1 General meetings shall be called by at least fourteen 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 holding not less than ninety per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 4.2 The notice shall be given to all the members and to the Directors and auditors.
- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. Proceedings at General Meetings

5 1 No business shall be transacted at any meeting unless a quorum is present. Four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

5 2 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 Directors may determine. If a quorum is not present within fifteen minutes of the time appointed for the start of the adjourned meeting, the members present shall constitute a quorum.

5.3 The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

5 4 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

5 5 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

5 6 The chairman 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 shall 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.7 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 Act, a poll may be demanded:

5 7 1 by the chairman, or

5 7 2 by at least two members having the right to vote at the meeting, or

5.7 3 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,

and a demand by a person as proxy for a member shall be the same as a demand by the member

- 5.8 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 5.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 5.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty 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 was 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
- 5.12 No notice need be given of a poll not taken forthwith 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.

6. Votes of Members

- 6.1 On a show of hands, every person present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote
- 6.2 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 receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, 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.

- 6 3 No objection shall 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 shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 6 4 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"PLC/Limited

I/We . . . of . . . being a member/members of the above-named Charity, hereby appoint . . . of . . . or failing him . . . of . . . as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity to be held on . . . 20 . . . and at any adjournment thereof

Signed on . . . 20 . . . "

- 6 5 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

" PLC/Limited

I/We . . . of . . . being a member/members of the above-named Charity, hereby appoint . . . of . . . or failing him . . . of . . . as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity, to be held on . . . 20 . . . and at any adjournment thereof

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

Resolution No 1 *for * against

Resolution No 2 *for * against. * Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this . . . day of . . . 20 . . . "

- 6 6 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the Directors may

6 6 1 In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

6 6 2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

6 6 2 1 in the notice convening the meeting, or

6 6 2 2 in any instrument of proxy sent out by the Charity in relation to the meeting, or

6 6 2 3 in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

6 6 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

6 6 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

6 7 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, 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 taking the poll

7. Directors

7 1 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall be not less than two

7 2 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.

7 3 No-one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 11.

7 4 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors

8. Powers of Directors

8 1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or

that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors

- 8.2 The Directors 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 powers

9. Delegation of Directors' Powers

The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. The terms of any such delegation must be recorded in the minute book. Subject to any such terms and conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.

10. Appointment and Retirement of Directors

- 10.1 No person shall be appointed a Director at any general meeting unless

10.1.1 he or she is recommended by the Directors, or

10.1.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed

- 10.2 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment as a Director at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Directors

- 10.3 The Charity may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director

- 10.4.1 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors

11. Rotation of Directors.

- 11.1 At the Annual General Meeting in the year 2018, and at the Annual General Meeting in each subsequent year, one seventh of the Directors for the time being, or, if their number shall not be seven or a multiple of seven, then the number nearest to one seventh shall retire from office, except that no Director who has been in office less than six and a half years since his last election shall so retire.
- 11.2 The directors to retire in 2018 and in every year thereafter shall be those who have been longest in office since their last election or appointment, but as between those who became directors on the same day those to retire shall be those whose surnames come earliest in the alphabetical order.
- 11.3 A retiring Director shall not be eligible for re-election until the Annual general meeting next after the annual general meeting at which he retires.

12. Disqualification and Removal of Directors

The office of a Director shall be vacated if

- 12.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- 12.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 12.3 he is, or may be, suffering from mental disorder and either:
 - 12.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - 12.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 12.4 he resigns his office by notice to the Charity, or
- 12.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated, or
- 12.6 he shall cease to be a member of the Charity or
- 12.7 if he shall be disqualified from acting as a charity trustee pursuant to Section 72 Charities Act 1993

13. Directors' Remuneration and Expenses

The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum but may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of any debentures of the Charity or otherwise in connection with the discharge of their duties

14. Proceedings of Directors

- 14.1 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote

14.2. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be four. A Director shall not be counted in the quorum present when any decision is to be taken upon which the Director is not entitled to vote

14.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, 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

14.4 The Directors shall appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present shall appoint one of their number to be chairman of the meeting

14.5 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

14.6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors

14.7 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive

15. Secretary

Subject to the provisions of the Act, a Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

16. Minutes

16.1 The Directors shall cause minutes to be made in books kept for the purpose

16.1.1 of all appointments of officers made by the Directors, and

16.1.2 of all proceedings at meetings of the Charity and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting

17. The Seal

The seal shall 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.

18. Accounts and Annual Report

- 18 1 The Directors must keep accounting records and prepare for each financial year accounts as required by the Companies Acts
- 18 2 The Directors must comply with the Charities Act 1993 (as amended by the Charities Act 2006) with regard to the transmission of the statements of account and an annual return to the Commission
- 18 3 The Directors must notify the Commission promptly of any changes to the Charity's entry in the Central Register of Charities

19. Notices

- 19 1 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice
- 19 2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Charity by the member. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 19 3 A member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 19 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. 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. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

20. Indemnity

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 judgment 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

21. Rules and Byelaws

21.1 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

21.2 The bye laws may regulate the following matters but are not restricted to them

21.2.1 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,

21.2.2. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,

21.2.3. 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;

21.2.4 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;

21.2.5 generally, all such matters as are commonly the subject matter of Charity rules

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

21.4 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.

21.5 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.

Names and Addresses of Subscribers

Date

21/1/08

Signed



COLIN SIDNEY DAVIES

11 Efford Crescent, Higher Compton, Plymouth, Devon, PL3 6NH

Witness to the above signature

Signed



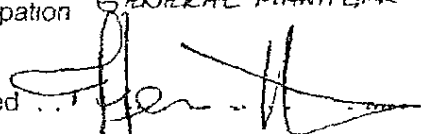
Name: BRIAN ROBBINS

Address 4 LONG LEY, PLYMOUTH PL3 6PU

Occupation GENERAL MANAGER

X

Signed



Y

TERENCE JOHN HEWITT

Ivybridge House, Blachford Road, Ivybridge, Devon, PL21 0AD

Witness to the above signature

Signed

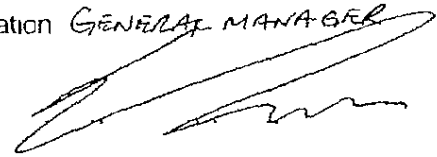


Name BRIAN ROBBINS

Address 4 LONG LEY, PLYMOUTH PL3 6PU

Occupation GENERAL MANAGER

Signed



WILLIAM LORIMER SELBY LANE

Lower Churchtown, Peter Tavy, Tavistock, Devon, PL19 9NP

Witness to the above signature

Signed



Name BRIAN ROBBINS

Address 4. LONG LEY, PLYMOUTH PL3 6PU

Occupation GENERAL MANAGER.