

Number of Company 06858705

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

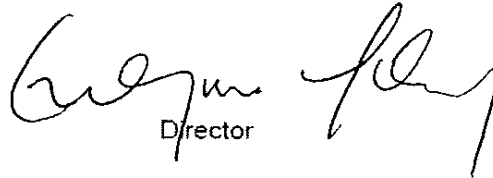
AVENUES LONDON ("Company")

CIRCULATION DATE: 16th July 2018

By written resolution passed by the members of the Company on 7th August 2018, the following resolution was duly passed as a special resolution of the Company:

1. SPECIAL RESOLUTION

"THAT the articles of association contained in the form annexed to this written resolution be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association."


Director



Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

Avenues London

1. The Company's name is Avenues London

(and in this document is called the "charity").

2. **Interpretation**

- 2.1 In the Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

Words	Meanings
"address"	Postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;
"the articles"	The charity's articles of association;
"the Chair"	The person recommended for appointment by the board and subsequently agreed by the Parent to be the Chair of the charity and to chair General Meetings and Directors Meetings;
"the charity"	The company intended to be regulated by the articles;
"clear days"	In relation to the period of a notice means a period excluding: <ul style="list-style-type: none">- 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"	The Charity Commission (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
"Companies Act"	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the

	charity;
"the directors"	The directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993, as amended by the Charities Act 2011;
"disability"	A physical or learning disability, an acquired brain injury, mental health problem or a long term illness;
"document"	Includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form"	Has the meaning given in section 1168 of the Companies Act 2006;
"Executive Director"	A director who is employed by the Charity or the Parent and who is appointed to act as a director by the Parent;
"General Meeting"	Is a meeting of the members of the charity convened and held pursuant to the articles;
"Group Chief Executive"	Is the Chief Executive of the Parent from time to time;
"Group Chief Operating Officer"	Is the Chief Operating Officer (or equivalent as agreed by the Parent) of the Parent from time to time;
"the memorandum"	The charity's memorandum of association;
"Regional Director"	The Regional Director (or equivalent as agreed by the Parent) of the Charity from time to time;
"Non-Executive Director"	A director who is not an Executive Director;
"objects"	The objects of the Charity as set out in Article 4;
"officers"	Includes the directors and secretary (if any);
"Parent"	The Avenues Trust Group, Company Number 03804617;
"the seal"	The common seal of the charity if it has one;
"secretary"	Any person appointed to perform the duties of the secretary of the charity;
"the United Kingdom"	Great Britain and Northern Ireland

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 the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

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

3. Liability of Members

3.1 The liability of members is limited.

3.2 Every member of the charity promises, if the charity is dissolved while he or she is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of contributories among themselves.

4. Objects

The Objects for which the Company is established are to support and promote, and to assist in the support and promotion of, the intellectual, emotional, physical and spiritual welfare of children, young people, elderly people and adults with learning disabilities, complex needs, physical disabilities, sensory impairments, autism, mental illness and mental health needs.

5. Powers

5.1 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

5.2 to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.4 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, as amended by the Charities Act 2011;

5.5 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2011, if it wishes to mortgage land;

5.6 to guarantee and/or give security (either by way of mortgage or charge on all or any part of

the Company or otherwise) for the payment of money by or in the performance of contracts and obligations of any company or organisation if such action is directly in furtherance of the objects of the Charity;

- 5.7 to enter into cash pooling and netting arrangements with other companies or organisations if such action is directly in furtherance of the objects of the Charity;
- 5.8 in conjunction with the Parent to co-operate with other charities, voluntary bodies, commercial organisations and statutory authorities and to exchange information and advice with them;
- 5.9 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.10 with the consent of the Parent, to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.11 with the consent of the Parent, to set aside income as a reserve against future expenditure unless a written policy about reserves exists in which case to set aside income as a reserve against future expenditure in accordance with such written policy about reserves;
- 5.12 to employ and remunerate such staff as are necessary for carrying out the work for the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.13 with the permission of the Parent to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 5.14 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993, as amended by the Charities Act 2011;

6. Application of Income and Property

- 6.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 6.2
 - (a) A Non-Executive 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) A director may benefit from trustee indemnity insurance cover purchased at

the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993, as amended by the Charities Act 2011.

- (c) A director may receive an indemnity from the charity in the circumstances specified in article 54.

6.3 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.

6.4 No director who may receive remuneration or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity other than an Executive Director who may receive remuneration but no other financial benefit from the Charity whatsoever.

7. **Members**

7.1 The subscribers to the memorandum are the first members of the charity.

7.2 Membership is open to other individuals or organisations who:

- (a) apply to the charity in the form required by the directors; and
- (b) are approved by the directors.

7.3 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the interests of the charity to refuse the application and they must:

- (a) inform the applicant in writing of the reasons for refusal within twenty-one days of the decision; and
- (b) 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.

7.4 In addition to the members who are members by virtue of Article 7.1 and 7.2 above the following shall also be members:

- (a) the Parent;
- (b) any person who is a Non-Executive Director;
- (c) any other person appointed as a member by the Parent whose appointment

as a member is notified in writing to the secretary;

7.5 Membership is not transferable.

7.6 The directors must keep a register of names and addresses of the members and must notify the Parent thereof within 14 days of any change.

8. Termination of Membership

8.1 Membership is terminated if:

8.2 the member dies or, if it is an organisation, ceases to exist;

8.3 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;

8.4 the member being a Non-Executive Director ceases to be a Non-Executive Director unless otherwise agreed by the Parent;

8.5 any sum due from the member to the charity is not paid in full within six months of it falling due;

8.6 The member does not attend, in person or appoint a proxy in respect of, nor deliver written apologies in advance for two consecutive Annual General Meetings of the Charity;

8.7 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 or its membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the 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 to be a member of the charity) has been allowed to make representations to the meeting.

8.8 The Parent gives not less than 14 days' notice to the member that their membership is to be terminated, a copy of such notice being sent to the secretary who shall, at the expiry of the notice period, remove the name of the member from the Register of Members.

9 General Meetings

9.1 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

10 The directors may call a general meeting at any time.

11 Notice of General Meetings

- 11.1 The minimum periods of notice required to hold a general meeting of the charity is fourteen clear days.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by the Parent and a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 11.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 18.
- 11.4 The notice must be given to all the members and to the directors and auditors.
12. 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.
13. **Proceedings at General Meetings**
- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A quorum is:
- (a) the Parent; and
 - (b) two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 13.3 The authorised representative of a member organisation shall be counted in the quorum.
- 14.1 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.
- 14.2 The directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 15.1 General meetings shall be chaired by the person that has been recommended for appointment by the directors and subsequently agreed by the Parent to chair meetings of the directors. The Chair shall be appointed every three years from amongst the existing Directors and the term of office of the Chair shall be three years unless the directors

recommend and the Parent resolves that the Chair shall hold office for a further three years. At the end of any such term the Chair shall relinquish office unless the directors recommend and the Parent resolves that the Chair should hold office for a term of one year at the end of which the Chair shall vacate office and shall not be capable of Chair again. Any term served as Chair of the Parent or of a company which is a subsidiary of or controlled by the Parent shall count as a service as Chair of the charity under this Article unless agreed otherwise by the Parent.

- 15.2 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.
- 15.3 If there is only one director present and willing to act, he or she shall chair the meeting.
- 15.4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 16.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 16.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.3 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.
- 16.4 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.
- 17.1 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 Parent; or
 - (b) by the person chairing the meeting; or
 - (c) by at least two members present in person or by proxy and having the right vote at the meeting; or
 - (d) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all of the members having the right to vote at the meeting.
- 17.2
 - (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 casts need not be recorded.

- 17.3 (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.
- 17.4 (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.
- 17.5 (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 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.

18. Content of Proxy Notices

- 18.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-
- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 18.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 18.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 18.4 Unless a proxy indicates otherwise, it must be treated as:-

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18A Delivery of Proxy Notices

- 18A.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 18A.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18A.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 18A.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

19. Written Resolutions

- 19.1 A resolution in writing agreed by the Parent and a simple majority (or in the case of a special resolution by the Parent and a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) the Parent and a simple majority (or in the case of a special resolution a the Parent and a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- 19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

- 19.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

20. Votes of Members

- 20.1 Every member, whether an individual or an organisation shall have one vote save in respect of any resolution except for the Parent who shall have 26% of the votes available.
- 21 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.
- 22.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 22.2 The organisation must give written notice to the charity of the name of the person who will represent it and cast its vote at general meetings. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been sent to the secretary of the charity. The representative shall be entitled to represent the organisation until written notice to the contrary is sent to the secretary of the charity.
- 22.3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.
- 23 **Directors**
- 23.1 A director must be a natural person aged 16 years or older.
- 23.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 34.
- 24 The number of directors shall be not less than five, one of whom shall be the Group Chief Executive and another member of the Executive Management Team, but (unless otherwise determined by ordinary resolution) shall not exceed ten excluding co-opted members.
- 25 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 26 **Powers of Directors**
- 26.1 The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 26.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 26.3 Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 26.4 The Directors shall have the power to change the name of the charity if agreed by the Parent.

27 Retirement of Directors

27.1 No Non-Executive director appointed **before** the 26th June 2018 may hold office for more than three years or in the case of a director appointed other than at an AGM for more than three years after the first AGM occurring after their appointment without the consent of the majority of the directors in which case the director may hold office for a further three years. With the consent of the majority of the directors a director may hold office for a further year in exceptional circumstances. Any term served as a director of a company which is a subsidiary of or controlled by the Parent shall count as a service as a director of the charity under this Article unless agreed otherwise by the Parent.

27.2 No Non-Executive director appointed **after** the 26th June 2018 may hold office for more than four years or in the case of a Director appointed other than at an AGM for more than four years after the first AGM occurring after their appointment without the consent of the majority of the Directors in which case the Director may hold office for a further three years. With the consent of the majority of the Directors a Director may hold office for a further year in exceptional circumstances. Any term served as a Director of the Charity or of a company which is a subsidiary of or controlled by the Charity shall count as a service as a Director of the Charity under this Article unless agreed otherwise by the Board.

28 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon conclusion of the meeting.

29 Appointment of Directors

29.1 The charity may by ordinary resolution appoint a person who is willing to act to be a director.

30 No person may be appointed a director at any general meeting unless:

30.1 he or she is recommended for re-election by the directors; or

30.2 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.

31 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than fourteen 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.

- 32.1 The directors may appoint a person who is willing to act to be a director.
- 32.2 Notwithstanding any other provision of these articles, the Parent shall have the right to appoint at least a majority of the directors. Such appointments shall be effective on the Parent giving written notice to the Secretary.
- 33 The appointment of a director, whether by the charity in a 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
- 34 **Disqualification and Removal of Directors**
- 34.1 A director shall cease to hold office if he or she:
- 34.2 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 34.3 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);
- 34.4 save in the case of Executive Directors ceases to be a member of the charity;
- 34.5 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);
- 34.6 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 will be vacated;
- 34.7 in the case of an Executive Director, ceases to be an employee of the Charity or the Parent;
or
- 34.8 is removed by the Parent from his or her office as a director. Such removal shall be effective on the Parent giving written notice to the Secretary.
- 35 **Remuneration of Directors**
- 35.1 The directors must not be paid any remuneration unless it is authorised by article 6.4.
- 36 **Proceedings of Directors**
- 36.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 36.2 Any director may call a meeting of the directors.
- 36.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 36.4 Questions arising at a meeting shall be decided by a majority of votes.
- 36.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

- 36.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 37.1 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. Present includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 37.2 Unless otherwise determined by ordinary resolution, (i) the quorum shall be three eligible Directors whose number shall include not less than one Executive Director and not less than two Non-Executive Directors and (ii) when counting the quorum Non-Executive Directors must always form a majority.
- 37.3 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.
- 38 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.
- 39.1 The Parent shall agree to the recommendation of the appointment of a director to be the chair of the charity and to chair General and directors' meetings and may at any time revoke such appointment.
- 39.2 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.
- 39.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 40.1 A resolution in writing or in electronic form agreed by a simple majority of 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 provided that:
- (a) A copy of the resolution is sent or submitted to all of the directors eligible to vote;
 - (b) A simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date; and
 - (c) The resolution is agreed by the Parent.
- 40.2 The resolution in writing may comprise of several documents containing the text of the

resolution in like form to each which one or more directors has signified their agreement.

41 Delegation

41.1 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.

41.2 The directors may impose conditions when delegating, including the conditions that:

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

41.3 The directors may revoke or alter a delegation.

41.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

42 Declaration of Directors' Conflicts of Interests

42.1 A director must declare the nature and extent of:

- (a) any interest, direct or indirect, which he or she (or a connected person) has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
- (b) any interest, direct or indirect, or any duty which he or she (or a connected person) has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- (c)

42.2 If the interest or duty of the Director (or the connected person) does not give rise, and cannot reasonably be regarded as likely to give rise, to a conflict of interests with or in respect of the Charity (or if the conflict has been authorised by the Directors in accordance with these articles), the Director is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether the interest or duty gives rise, or can reasonably be regarded as likely to give rise, to a conflict of interests shall be determined by the other Directors taking part in the decision-making process.

42.3 If the interest or duty of the Director (or the connected person) gives rise, or could reasonably be regarded as likely to give rise, to a conflict of interests with or in respect of the Charity (and it has not been authorised by the Directors in accordance with these articles), he or she may not participate in the decision-making processes and may not be counted in the quorum or vote on the matter unless the matter relates to any of the

permitted matters under article 42.4:

42.4 For the purposes of article 42.3 the following are permitted matters:

- (a) any transaction or arrangement between the Charity and any other group company;
- (b) reimbursement of expenses under article 6.2(a);
- (c) the payment of premiums in respect of indemnity insurance under article 6.2(b); or
- (d) the payment of an indemnity under article 6.2(c),

and a Director which is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the permitted matter unless the other Directors decide to the contrary.

43 Authorising a Conflict of Loyalties

43.1 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the un-conflicted directors may authorise such a conflict of interest where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the un-conflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

43.2 In authorising any potential or actual conflict of interests under this article 43, the unconflicted Directors may decide the manner in which the conflict of interests may be dealt with and, for the avoidance of doubt, they may:

- (a) decide that the conflicted Director may or may not be excluded from the receipt of documents and information related to the conflict;
- (b) permit or require the conflicted Director to absent himself or herself from the discussion of matters relating to the conflict at any meeting of the Directors;
- (c) decide that the conflicted Director may or may not participate in a vote on the matter and may or may not be counted in the quorum; and

(d) impose such other terms as they think fit.

43.3 Where the Directors authorise a conflict of interests under article 43.1, the Director shall be obliged to conduct himself or herself in accordance with any terms imposed by the Directors in relation to the conflict.

43.4 The Director may revoke or vary such authorisation at any time but this will not affect anything done by the conflicted Director prior to such revocation or variation in accordance with the terms of such authorisation.

43.5 In this article 43 a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

44 **Validity of Directors' Decisions**

44.1 Subject to article 44.2, 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:

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

if without:

- (d) the vote of that director; and
- (e) that director being counted in the quorum;

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

44.2 Article 44.1 does not permit a director or a connected person 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 article 44.1, the resolution would have been void, or if the director had not complied with article 42.

45 **Seal**

45.1 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 a secretary (if any) or by a second director.

46 **Minutes**

- 46.1 The directors must keep minutes of all:
- 46.2 appointments of officers made by the directors;
- 46.3 proceedings at meetings of the charity;
- 46.4 meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

47 Accounts

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

48 Annual Report and Return and Register of Charities

- 48.1 The directors must comply with the requirements of the Charities Act 1993, as amended by the Charities Act 2011, with regard to the:
 - (a) transmission of the statements of account to the charity;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- 48.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

49 Means of communication to be used

- 49.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 49.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

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

- 50.1 must be in writing; or
- 50.2 must be given in electronic form.
- 51.1 The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- 51.2 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.
- 52 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.
- 53.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 53.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 53.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.
54. **Indemnity**
- 54.1 The charity may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 54.2 In this article a "relevant director" means any director or former director of the charity.
- 55 **Rules**
- 55.1 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.

55.2 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 of parts of the charity's premises at any particular time or times or for any particular purposes of purposes;
- (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
- (e) Generally, all such matters as are commonly the subject matter of company rules.

55.3 Subject to article 20.1, the charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

55.4 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.

55.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

56 **Dissolution**

56.1 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company but shall be given or transferred to the Parent or its subsidiaries, if any, who have Objects which are similar to the Objects of the Company and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Clause 6 hereof or if that is not possible to some other charitable institution or institutions having Objects which are similar to the Objects of the Company and which shall prohibit the distribution of its or their income and property among its of their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.