

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

CHINA FLEET TRUST

THURSDAY



RM 13/02/2020 #205
COMPANIES HOUSE

1 Name and Office

- (1) The company's name is CHINA FLEET TRUST (or such other name as the directors shall from time to time decide) (and in this document it is called the "charity").
- (2) The office of the charity will be situated in England.

2 Interpretation

In the articles:

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

"the articles" means the charity's articles of association;

"board meeting" means a meeting of the directors from time to time;

"chair" means the director appointed as chair in accordance with article 40(1), who shall chair the charity's board meetings and general meetings;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

the day when the notice is given or deemed to be given; and

the day for which it is given or on which it is to take effect;

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

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

"connected person" has the meaning given in Article 6(5)(b);

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"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; "Immediate Family" shall mean any of the spouse, child under eighteen or civil partner of a member of the Specified Class;

Company Number: 07100967

"member" means a member of the charity for the purposes of the Companies Acts and "members" shall mean all of the members;

"the memorandum" means the charity's memorandum of association;

"objects" has the meaning given in Article 4;

"office" means the registered office of the charity;

"officers" includes the directors and the secretary (if any);

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

"secretary" means any person appointed to perform the duties of the secretary of the charity;

"the Specified Class" shall mean the Specified Personnel and every member of the Immediate Family of Specified Personnel;

"the Specified Personnel" shall mean all non-commissioned officers and ratings of the Royal Navy commissioned officers of the Royal Navy, and Royal Fleet Auxiliary personnel who are from time to time in the service of the Crown and such other classes of beneficiary as the directors may select from time to time from the following:

- a) former non-commissioned officers and ratings of the Royal Navy or the Women's Royal Naval Service;
- b) other serving Royal Navy personnel;
- c) former Royal Navy and Women's Royal Naval Service personnel not listed in paragraph a) above;
- d) Army and Royal Air Force personnel attached to or embedded within Royal Navy Units;

provided that when deciding whether to select additional classes of beneficiary and, if so, which additional classes to select, the directors shall give priority first to serving the needs of non-commissioned officers and ratings of the Royal Navy, commissioned officers of the Royal Navy and Royal Fleet Auxiliary personnel and secondly to those beneficiaries falling within paragraphs a), b) and c) above. For the purposes of this definition, "Royal Navy" shall include the Royal Marines, the Royal Navy Reserves and the Royal Marines Reserves.

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in 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.

Liability of members

- 3 (1) The liability of the members is limited.

Company Number: 07100967

- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) 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 the contributories among themselves.

Objects

- 4 The charity's objects ("Objects") are for the public benefit the promotion of the efficiency and welfare of the Armed Forces by means of the provision (whether in England or elsewhere) to the Specified Class of recreational and other leisure time facilities.

Powers

- 5 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:
 - (1) to raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation and otherwise, and whether or not subject to any special trusts or conditions. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) subject to such consents as may be required by law, to sell, lease or otherwise dispose of all or any part of the property belonging to the charity.;
 - (4) subject to such consents as may be required by law, to borrow and raise 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.;
 - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (7) to acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the charity of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to the objects;
 - (8) to subscribe to, support, affiliate, become a member of, transfer all or any of the charity's property to, amalgamate with or cooperate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are, wholly or in part, similar to those of the charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the charity, including through entering into any partnership or joint venture arrangement with any other charity;
 - (9) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (10) to invest the monies of the charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
 - (11) to employ and remunerate such staff as are necessary for carrying out the work of the charity and to make provision for the payment of pensions and superannuation to or on behalf of

Company Number: 07100967

employees and former employees of the charity and their spouses, civil partners, widows, widowers and other dependants and to provide life, health, accident and other insurances and other benefits (financial or otherwise) to or for the benefit of any of them. 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;

- (12) to provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus;
- (13) 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;
- (14) to insure the property and assets of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required;
- (15) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (16) in so far as is permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the charity receiving any consideration or advantage;
- (17) to enter into contracts and provide services to or on behalf of other bodies;
- (18) to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- (19) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- (20) to make such amendments to the Objects and contained in the power contained in this article 5 as may be required and as requested by the Charity Commission. "Objects" shall be construed to mean the Objects set out in article 4 as so amended;
- (21) to do all such other lawful and charitable things as shall further the attainment of the Objects.

Application of income and property

Universal clauses

- 6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) 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 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 55.

Company Number: 07100967

(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 other than 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.

Directors' benefits

(4)(A) No director 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;
- (d) receive any other financial benefit from the charity;
unless:

- (i) the payment is permitted by article 6(4)(B)(a); or
- (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

- (4)(B) (a) (i) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (ii) A director 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, section 185 to 187 of the Charities Act 2011.
- (iii) A director 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 any subsidiary of the charity.
- (iii) Subject to article 6(4)(C) a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (iv) A director 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 directors.
- (v) A director or connected person may receive rent for premises let by the director 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 director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
- (vii) A director 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.

Payment for supply of goods only - controls

(4)(C) The charity and its directors may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied:

Company Number: 07100967

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
 - (i) the charity or its directors (as the case may be); and
 - (ii) the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier 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 with regard to the supply of goods 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 directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6(4)(A).
- (5) (a) In sub-clauses (2)-(4) of this article 6 "charity" shall include any company in which the charity:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;
- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 44 and sub-clause (2) of article 45 "connected person" means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;
 - (iv) an institution which is controlled -
 - (I) by the director or any connected person falling within paragraph (i), (ii), or (iii) above; or
 - (II) by two or more persons falling within subparagraph (I), when taken together
 - (v) a body corporate in which -
 - (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within subparagraph (I) who, when taken together, have a substantial interest.
- (c) Section 188 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.

Members

AC_159954306_1

- 7 (1) The subscribers to the memorandum were the first members of the charity.
- (4) (2) Thereafter, members shall be the persons appointed from time to time as the directors and their name shall be added to the register of members. A member shall cease to be a member automatically upon ceasing to be a director.
- (5) The directors must keep a register of names and addresses of the members.
- (6) The maximum number of members is the same as the maximum number of directors under these articles.

Classes of membership

- 8 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

- 9 Membership is terminated if:
- (1) the member dies or becomes subject to a bankruptcy or order or makes any arrangements or composition with his creditors generally;
 - (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than four members;
 - (3) he is the subject of a written opinion by a registered medical practitioner who is treating that member, addressed to the charity, stating that that member has become physically or mentally incapable of acting as a member and may remain so for more than three months;
 - (4) any sum due from the member to the charity is not paid in full within six months of it falling due;
 - (5) 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 be a member of the charity) has been allowed to make representations to the meeting.
 - (6) the member ceases to be a director.

General meetings

- 10 Not used
- 11 The directors may call a general meeting at any time.

Notice of general meetings

Company Number: 07100967

12 (1) The minimum periods of notice required to hold a general meeting of the charity must be given in accordance with the Companies Acts.

(2) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

(3) The notice must be given to all the members (who are also the directors) and auditors.

13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

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

(2) A quorum is four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

15 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

(2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

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

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

(3) If there is only one director present and willing to act, he or she shall chair the meeting.

(4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

(5) Any of the members can take part in a general meeting or committee meeting by way of:

(a) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

(b) a series of video conferences or telephone calls from the chair.

(6) Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the chair will be treated as taking place where the chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair is unless the directors decide otherwise.

17 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

Company Number: 07100967

- (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.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 18 (1) Any vote at a meeting shall be decided by a show of hands unless a poll is demanded in accordance with the Companies Acts.
- (2) A declaration by the person chairing the meeting that a resolution has been passed shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Content of proxy notices

- 19 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the 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.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 19A(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.
- (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.
- (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.
- (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 appointor's behalf.

Written resolutions

Company Number: 07100967

- 20 (1) Except in the case of a resolution to remove a director or an auditor before the end of their term, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution;
 - (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;
 - (d) it otherwise complies with the Companies Act 2006.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement and agreement may be given by electronic means.

Votes of members

- 21 Subject to article 8 every member shall have one vote.
- 22 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.

Directors

- 23 (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 35.
- 24 Unless otherwise determined by an ordinary resolution of the charity, the number of directors shall be not less than four and (unless otherwise determined by ordinary resolution) shall not be more than nine.
- 25 The first directors were those persons notified to Companies House as the first directors of the charity.
- 26 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 27 (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.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- (4) The directors may exercise all the powers of the charity to borrow money and to mortgage or charge, grant or create security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the charity or of any third party, but only in so far as is permitted by law.
- (5) Subject to the provisions of these Articles, the directors may make rules with respect to the carrying into effect of all or any of the Objects or all or any of the provisions of these Articles.

Retirement of directors

Company Number: 07100967

28 (1) At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. In each subsequent year, at the first board meeting in each calendar year one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.

(2) A retiring director shall retain his office until the conclusion of the board meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost.

29 (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) Notwithstanding anything in these Articles, the charity may by ordinary resolution at a general meeting of which special notice has been given in accordance with the Companies Acts remove any director before the expiration of his period of office.

Appointment of directors

30 The directors shall have power at any time from time to time to:

- (1) appoint a person who is willing to act to be a director; and
- (2) determine the rotation in which any additional directors are to retire.

31 No person may be appointed a director until he has signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles

32 Not used

33 Not used

34 Not used

Disqualification and removal of directors

35 A director shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 as amended from time to time (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the charity;
- (4) he dies;
- (5) the directors pass a resolution to remove him from office on the basis that in their reasonable opinion, his conduct or behaviour is detrimental to the interests of the charity or otherwise in breach of any code of conduct (or equivalent) in place from time to time and applicable to directors;
- (6) he is the subject of a written opinion by a registered medical practitioner who is treating that director, addressed to the charity, stating that the director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (7) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

Company Number: 07100967

- (8) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

36 No directors may be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

- 37 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 38 (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.
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 39 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.
- 40 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 41 (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 the directors eligible to vote; and
- (b) a simple majority of directors have returned a signed copy of the resolution or have otherwise agreed to the resolution in electronic form (including by email).
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
- (3) Any of the directors, or any committee of the directors, can take part in a board meeting or committee meeting by way of:
- (a) video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or

- (b) a series of video conferences or telephone calls from the chair.
- (4) Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the chair will be treated as taking place where the chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair is unless the directors decide otherwise.

Delegation

- 42 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
 - (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.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.
- (5) Any committee of the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned.

Declaration of directors' interests

- 43 (1) A director must declare the nature and extent of any interest, direct or indirect, which he or she, or a connected person of him or her, has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions and decision-making of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest), and will not be counted in the quorum for that part of the board meeting.
- (2) Notwithstanding article 43(1), a director who is interested in a proposed transaction or arrangement with the charity may participate in the decision-making process and count towards the quorum for that part of the board meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within article 43(3) (a "permitted cause").
- (3) This article applies when a director's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the director's conflict of interest arises from any of the following permitted causes:
 - (i) where the proposed transaction or arrangement is one which applies to the director(s) in question in common with other third parties and there is no benefit to the director(s) in question over and above that afforded to such third parties;
 - (ii) any transaction or arrangement with a charity of which a director is a charity trustee or with which he or she is otherwise connected and which is in furtherance of the objects of the charity and which does not confer a personal benefit on the director;
 - (iii) any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the charity (or the charity and other charities) and in which a director does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the director; and

Company Number: 07100967

(iv) where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.

Conflicts of interests

- 44 (1) If a conflict of interests 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 unconflicted directors may authorise such a conflict of interest in the following situations:
- (a) the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
 - (b) where the following conditions apply:
 - i. 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;
 - ii. 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
 - iii. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Validity of directors' decisions

- 45 (1) Subject to article 45(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 interests 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.
- (2) Article 45(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 45(1), the resolution would have been void, or if the director has not complied with article 44.
- (3) Subject to Article 45 (4), if a question arises at a board meeting as to the right of a director to participate in the board meeting (or part of the board meeting) for voting or quorum purposes, the question may, before the conclusion of the board meeting, be referred to the chair whose ruling in relation to any director other than the chair shall be final and conclusive.
- (4) If any question as to the right to participate in the board meeting (or part of the board meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that board meeting, for which purpose the chair shall not be counted as participating in the board meeting (or that part of the board meeting) for voting or quorum purposes.

Seal

Minutes

47 The directors must keep minutes of all:

- (1) appointments of officers made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
 - (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.
- (4) Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

Accounts

- 48 (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
- (2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 49 (1) The directors must comply with the requirements of 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.
- (2) The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Means of communication to be used

- 50 (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.
 - (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.
- 51 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 52 (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

Company Number: 07100967

- (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 53 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.
- 54
 - (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (2) Proof that 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.
 - (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.

Indemnity

- 55
 - (1) Subject to the provisions of the Companies Acts and these Articles, but without prejudice to any indemnity to which a director may otherwise be entitled, the charity shall indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
 - (2) To the extent permitted by law from time to time, the charity /may provide funds to every director to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the charity, provided that he will be obliged to repay such amounts no later than:
 - (a) if he is convicted in proceedings, the date when the conviction becomes final; or
 - (b) if judgement is given against him in proceedings, the date when the judgement becomes final; or
 - (c) if the court refuses to grant him relief on any application under the Companies Acts, the date when refusal becomes final.
 - (3) In this article a "relevant director" means any director or former director of the charity.

Rules

- 56
 - (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
 - (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.

Company Number: 07100967

- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

- 57 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 57(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Alterations to these Articles

58 No alterations to these Articles may be made which would cause the charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a General Meeting or by a written special resolution.

59 Alterations may only be made to:

- (1) the Objects; or
- (2) to any clause in these Articles which directs the application of property on dissolution; or
- (3) to any clause in these Articles which provides the directors (or any one of them) with any benefit,

with the Charity Commission's prior written consent where this is required by law.

60 The charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain such alterations.