



RM 10/12/2019 #179
COMPANIES HOUSE

ARTICLES OF ASSOCIATION

of

WELSH WOMEN'S AID

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Company no **07483469**

(Incorporated 5 January 2011,
Articles as adopted by Special Resolution dated 5 December 2013)

PREAMBLE

Welsh Women's Aid is established for the benefit of women and children who have experienced domestic abuse, sexual violence and all forms of violence against women and is working to end violence against women. We are a federation of member organisations providing local support services, and we believe that violence against women violates and impairs or nullifies the enjoyment by women of their human rights and fundamental freedoms, and constitutes an obstacle to the achievement of the objectives of equality and development.

It is a fundamental principle of Welsh Women's Aid that no person should be discriminated against by reason of their age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership and pregnancy and maternity, in accordance with the Equality Act 2010.

1. The Company's name is Welsh Women's Aid (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in Wales.

Interpretation

3. In these articles:

“address” means a postal address or, for the purpose 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;

“appointed representative” means an individual who is authorised by a Member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary.

“the articles” means the Charity’s articles of association;

“the Charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means the period excluding;

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

“document” includes, unless otherwise specified, any document sent or supplied in any form, including electronic form;

“domestic abuse” means a pattern of controlling, coercive, threatening, degrading and violent behaviour by a current or former partner, family member or **someone with whom there is, or has been, a close relationship**. In the majority of cases this is experienced by women and children and perpetrated by men. This can include but is not limited to coercive control, physical and psychological abuse, financial and economic abuse, sexual and physical abuse, harassment and stalking, and online or digital abuse. Domestic abuse is gendered and deeply rooted in the societal inequality between women and men, and such violence is “directed against a woman because she is a woman or that affects women disproportionately” (CEDAW 1992).

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“executed” includes any mode of execution;

“Informal Membership” refers to a supporter who may be called a “member” but is not a company member of the Charity.

“Members” and “Membership” refer to company membership of the Charity;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“officers” includes the Trustees and the Secretary (if any);

“the seal” means the common seal of the Charity if it has one;

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

“standing orders” means regulations made in accordance with Article 52 of these Articles.

“taxable trading” means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax.

“the Trustees” means the Directors of the Charity as defined by section 97 of the Charities Act 1993 (and “Trustee Board” has a corresponding meaning). Employees of the Charity are prohibited from being a Trustee.

“Trustee meetings” includes meetings in person or by video conference or conference call.

“the United Kingdom” means Great Britain and Northern Ireland;

“Violence against women” means any act of gender-based violence that results in, or is likely to result in, physical, sexual or psychological harm or suffering to women, including threats of such acts, coercion or arbitrary deprivation of liberty, whether occurring in public or in private life. This also includes children experiencing abuse and the perpetrator allowing or causing a child to witness, or be at risk of witnessing, violence and abuse; and

“women’s aid member organisation” means any independent organisation running specialist support services for women, children and young people who are experiencing domestic abuse or all other forms of violence against women. Member organisations are as set out in Welsh Women’s Aid membership agreement agreed by Trustees.

Words importing the feminine gender only shall be deemed as only importing to that gender.

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

4. The liability of the Members is limited.
5. Every Member of the Charity promises, if the Charity is dissolved while she or it is a member or within twelve months after she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of her or it towards the payment of the debts and liabilities of the Charity incurred before 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

6. The Object for which the Charity is established is for the benefit of the community to promote the relief of distress and suffering experienced by, in particular but not exclusively, any women or her children from differing social groups who have or are experiencing domestic abuse and all other forms of 'violence against women', including the wider social and economic impacts.

Powers

7. 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:
 - a. to raise funds by any means including trading in furtherance of the objects. In doing so, the Charity must not undertake any substantial trading activity and must comply with any relevant statutory regulations;
 - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c. to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of Welsh Women's Aid with a view to the promotion of its objects. In exercising this power, the charity must comply as appropriate with section 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - d. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with the provisions of the Charities Act 2011 *section 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;*
 - e. To receive donations, endowments, sponsorship fees, subscriptions and legacies and to undertake and execute any charitable trusts;
 - f. to make grants, lend money and give credit to, to take security for such loans of credit and to guarantee and become or give security for the performance of contracts by any person or Company as may be necessary for the work of Welsh Women's Aid;

- g. to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- h. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- i. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity having charitable objects wholly or in part similar to those of Welsh Women's Aid for the purposes of better effectuating the charitable purposes;
- j. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- k. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 8 and provided it complies with the conditions in that article;
- l. to provide indemnity insurance for the Trustees in accordance with, and subject to the provisions of the Charities Act 2011 *section 73F of the Charities Act 1993*;
- m. To pay out of the funds of the Charity the costs of forming and registering the Charity both as a Company and as a Charity.
- n. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills and cheques and other instruments, and to operate bank accounts in the name of the charity;
- o. to recruit and involve volunteers in the work of Welsh Women's Aid;
- p. to provide assistance and support to established and future Women's Aid member organisations to provide support and temporary refuge for women and their children who have or are experiencing domestic abuse, sexual violence or any other form of violence against women
- q. to work to establish adequate provision of temporary refuge on request for women and their children who have or are experiencing violence against women;
- r. to promote support and information services to help any woman and her children affected by domestic abuse, sexual violence or any other form of violence against women;
- s. demonstrate the specific emotional and educational needs of children and young people who have experienced domestic abuse, sexual violence or any other form of violence against women and to campaign for the provision of adequate support for them;
- t. generally educate and inform the public, the media, the police and the courts, the social services and other agencies with respect to the position of women and children affected by all forms of violence against women;

- u. work actively for such change in the law, social policy and social attitudes as may be necessary to achieve these objects, but only in accordance with the limits upon such activities set out in Charity Commission published guidance from time to time;
- v. to do all such other lawful things as are necessary for the achievement of the Objects.

Application of income and property

8. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Members or Trustees of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
 - a. of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which her appointment or remuneration, or that of her partner, is under discussion;
 - b. of reasonable and proper remuneration for any services rendered to the Charity by any Member, officer or servant of the Charity who is not a Trustee;
 - c. of interest on money lent by any Member of the Charity or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
 - d. of reasonable and proper rent of premises demised or let by any Members of the Charity or a Trustee;
 - e. to any Trustee of reasonable out-of-pocket expenses;
 - f. the payment of any premium in respect of any Trustees indemnity insurance to cover the liability of the Trustee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

- g. No Trustee 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 benefits from the charity.
9. If the Charity is wound up or dissolved and, after all its debts and liabilities have been satisfied, there remains any property it shall not be paid to or distributed among the Trustees of the Charity, but shall be given to a charity or charities in such proportions as trustees determine having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by article 8 above, agreed by the Members of the Charity at or before the time of dissolution.

Members

10. (1) The Members of the Charity at the date of adoption of these Articles continue as Members.
- (2) Membership is open to individuals or organisations who;
- a. satisfy the criteria for Membership;
 - b. comply with the Membership agreement issued by the Trustees as amended from time to time;
 - c. apply to the Charity in the form required by the Trustees; and
 - d. are approved by the Trustees (or its nominated representative)
- (3)
- a. the Trustees may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - b. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - c. The Trustees must consider any representations the applicant may make about the decision. The Trustees decision following any written representation must be notified to the applicant in writing within 21 days and shall be final.
- (4) Membership is not transferable.
- (5) The Trustees must keep a register of names and addresses of the Members.

Classes of Membership

11. (1) The Trustees may establish classes of Membership, including Informal Members, with different rights and obligations and shall record the rights and obligations in the register of Members.
- (4) The provision 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

12. Membership is terminated if

- (1) The Member fails to comply with the Membership Contract issued by the Trustees;
- (2) the Member ceases to exist;
- (3) the Member resigns by written notice;
- (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 Trustees that it is in the best interests of the Charity that their 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 Trustees 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 appointed representative has been allowed to make representation to the meeting.

Subscriptions

- (2) Annual subscriptions shall be payable in respect of the twelve months following the Annual General Meeting.
- (3) Annual subscriptions shall be paid within one month of the Annual General Meeting.
- (4) The Officer responsible for finance shall keep a register of payments of subscriptions by Members and shall enter therein the amount of subscriptions paid and date of payment and year in respect of which payment by each Member.

General meetings

13. (1) An Annual General Meeting must be held in each calendar year and not more than 18 months after the previous Annual General Meeting
- (2) The functions of the Annual General Meeting shall be;
- a. To receive the accounts and balance sheet together with the report of the auditor thereon;
 - b. To approve all appointed trustees;
 - c. To appoint the Auditor;
 - d. To transact any other business of the Charity included in the notice convening the meeting.
14. The Trustees may call a General Meeting at any time.

Notice of general meetings

15. (1) The minimum periods of notice required to hold a general meeting of the charity are;
- a. Twenty one clear days for an Annual General Meeting or a general meeting called for the passing of a special resolution;
 - b. Fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by 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 percent of the total voting rights.
- (3) The notice must specify the 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 31.
- (4) The notice must be given to all Members and to the Trustees and auditors.
16. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to received notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

17. No business shall be transacted at any general meeting of the Charity unless a quorum of appointed representatives of Members is present at the time the meeting proceeds to business. One tenth of the number of appointed representatives of Members who have the right to vote shall form a quorum.

18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
19. The Chair, if any, of the Trustees or in her absence some other Trustee nominated by the Trustees shall preside as Chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be Chair and, if there is only one Trustee present and willing to act, she shall be Chair.
20. If no Trustee is willing to act as Chair, or if no Trustees are present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.
21. A Trustee shall be entitled to attend and speak at any general meeting.
22. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be give specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded;
 - a. by the Chair; or
 - b. by at least two Members having the right to vote at the meeting; or
 - c. by a Member or Members representing not less than one-third of the total voting rights of all the Members having the right to vote at the meeting.
24. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

26. A poll shall be taken as the Chair directs and she may appoint scrutineers (who need to be Members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to the casting vote.
28. A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
29. No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Content of proxy notices

30. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-
 - a. states the name and address of the Full Member appointing the proxy;
 - b. identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
 - c. is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - d. is delivered to the Charity in accordance with the articles and 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.

- 31. (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 of an 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 appointer's behalf.

Written resolutions

- 32. (1) 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; 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.
- (2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- (3) In the case of a Member that is an organisation, its appointed representative may signify its agreement.

Votes of Members.

33. Subject to Article 10, every Member eligible to vote shall have one vote.
34. No Member shall be entitled to vote at any general meeting unless all moneys then payable by the Member to the Charity have been paid.
35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.
36. A vote given or poll demanded by the duly appointed representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
37. Any organisation which is a Member of the Charity may by resolution of its Council or other governing body appoint such person as it thinks fit to act as its appointed representative at any meeting of the Charity, and the person so appointed shall be entitled to exercise the same powers on behalf of the organisation which she represents as the organisation could exercise if it were an individual Member of the Charity.

Trustees

38.
 - (1) Trustees must be a woman aged 18 years or older.
 - (2) No one may be appointed a Trustee if she does not fulfil the criteria set out by the Trustee Board.
 - (3) Men will not be eligible to sit on the Trustee Board.
39. The Trustees when complete shall consist of a maximum of 12 trustees of whom;
 - (1) Four federation Trustees recruited and appointed by the Trustees from applications received from the Welsh Women's Aid membership
 - (2) A further eight External Trustees recruited and appointed by the Trustees from applications received
 - (3) The executive board will have due regard in recruiting and appointing trustees to ensure the board as a whole is reflective of the sectors in which we represent as a National body.
 - (4) The trustees can specifically recruit to fulfil the roles of;

- i. Chair
- ii. Treasurer
And may recruit if necessary
- iii. Vice Chair
- iv. Secretary

- a. Any paid member of Welsh Women's Aid staff may assume the role of company secretary if need arises.

(5) A Trustee may not appoint an alternate Trustee or anyone to act on her behalf at meetings of the directors

- 40. Trustees shall be appointed or elected for a period of three years in accordance with rules and internal procedures agreed by the Trustees.
- 41. All Trustees should attend every meeting of the Board, and any apologies should be sent to the Chairperson, prior to the meeting of the Trustees. If a Trustee misses two consecutive meetings, and there are no extenuating circumstances, the Trustee will be required to stand down from the Trustee Board.
- 42. The first Trustees shall be those persons notified to Companies House as the first Directors of the Charity
- 43. Observers and employees of the Charity may observe the Trustee meetings at the invitation of the Trustee Board.

Powers of the Trustees

- 44. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by the articles shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 45. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely;
 - a. to expend funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such sale in furtherance of the objects of the charity;
 - b. to enter into contracts of the Charity.

- c. Without prejudice to the generality of the foregoing the Trustees shall have power in particular from time to time to engage, remove or discharge employees and fix their duties, remuneration and other terms and conditions of employment.
- d. The Trustees may delegate any of its powers to Committees, with the members of such Committees consisting in each case of such Trustees and up to four other persons as it thinks fit.
- e. If a dispute arises between members of the charity about the validity or propriety of anything done by its members under these articles and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Appointment and retirement of Trustees

- 46. No persons other than a Trustee retiring shall be appointed or re-appointed a Trustee at any general meeting unless:
 - a. she is recommended by the Trustees; or
 - b. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if she were so appointed or re-appointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of her willingness to be appointed or re-appointed.
- 47. If a vacancy of a Trustee occurs during the year the process set out by Trustees to recruit new appointees will be followed.

Disqualification and removal of Trustees

- 48. A Trustee shall cease to hold office if she;
 - (5) ceases to be a Trustee by virtue of any provision in the Companies Act or is prohibited by law from being a Trustee;
 - (6) is disqualified from acting as a Trustee by virtue of the Charities Act 2011 *section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)*.
 - (7) has been made bankrupt or has entered into an individual voluntary arrangement;
 - (8) ceases to be a Member of the Charity;

- (9) becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;
- (10) resigns her office by giving notice in writing to the Chief Executive/ Company Secretary (but only if at least three Trustees will remain in office when the notice of resignation is to take effect). If all Trustees wish to resign the last two Trustees who give their notice of resignation must remain in office until replacements have been appointed.
- (11) is absent without the permission of the Trustee Board for two consecutive meetings and the Trustees resolve that her office be vacated.

Trustees expenses

- 49. The Trustees may be paid reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustee Board or committees of Trustee Board or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration unless it is authorised by Article 8.

Proceedings of Trustee Board.

- 50. (1) The Trustee Board may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Trustee may call a meeting for the Trustee Board.
- (3) The Secretary must call a meeting of the Trustee Board if requested to do so by a Trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In case of an equality of votes, the person who is Chairing the meeting shall have a casting vote.
- 51. (1) No decision may be made by a meeting of the Trustee Board unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum for the Trustee Board meeting shall be two Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 52. The Trustees may act notwithstanding any vacancies in their number, but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

53. The Trustees may appoint one of their Trustees to be the Chair of their meetings and may at any time remove her from that office. Unless she is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustee Board at which she is present. But if there is no Trustees holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chair of the meeting.
54. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Board members or of committee of Trustees shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
55. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two designated persons.

Delegation

56. (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- (2) The Trustees 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 Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Declaration of Trustees interests

57. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent herself from any discussions of the Trustee Board in which it is possible that a conflict will arise between her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflict of interests

58. (1) *If a conflict of interest arises for a Trustee 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 Trustee who is not conflicted may authorise such a conflict of interests where the following conditions apply;*
- a. the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - c. the unconflicted Trustee considers it is in the interests of the Charity to authorise the conflict of interest 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 Trustee or to a connected person.

Officers

59. The charity shall have a Chair, Secretary, a Treasurer and such other officers as the Trustee Board may from time to time determine.

The seal

60. The charity shall have its name engraved in legible characters upon a seal. The seal shall be in the custody of the Chief Executive, and shall be used only under the authority of a resolution of the Trustee Board, and the affixing of the seal shall be attested by the signatures of two members of the Trustee Board and the counter signature of the Chief Executive, and recorded in a register kept for that purpose.

Minutes

61. The Trustee Board must keep minutes of all;
- (1) Appointment of officers made by the Trustee Board;
 - (2) Proceedings at meetings of the Charity;
 - (3) Meetings of the Trustee Board and committees of Trustee Board including;
 - a. The names of the Trustees present at the meeting;

- b. The decisions made at the meeting; and
- c. Where appropriate the reasons for the decisions.

Accounts

62. (1) The Trustees 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 successor and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the Companies Act.

Annual Reports and Return and Register of Charities

63. (1) The Trustee Board must comply with the requirements of the Charities Act 2011 1993 with regard to the;
- a. Submission of the statements of account to the Charity;
 - b. Submission of an Annual Report and its transmission to the Commission;
 - c. Submission of an Annual Return and its transmission to the Commission; and
 - d. The Trustee Board 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

64. (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 Trustee in connection with the taking of decisions by Trustee Board may also be sent or supplied by the means by which that Trustee Board has asked to be sent or supplied with such notices or documents for the time being.
65. 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.

66. (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 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.
- (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.
67. 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.
68. (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 electronic form of communication, 48 hours after it was sent.

Indemnity

69. (1) The Charity may indemnify a relevant Trustee against any liability incurred by her in her capacity, to the extent permitted by section 232 to 234 of the Companies Act 2006.
- (2) In this Article a “relevant Trustee” means any Trustee or former Trustee of the Charity.

Rules

70. (1) The Trustee Board may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate;
- a. the admission and classification of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payment to be made by Members;
 - b. the conduct of Members of the Charity in relation to one another, and to the Charity’s employees;
 - c. the setting aside of the whole or any part or parts of the Charity’s premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the Trustee Board and committees of Trustees in so far as such procedure is not regulated by the articles;
 - e. the procedure for recruitment, appointment and election of Trustees from time to time.
 - f. generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meetings shall have power to alter add to or repeal the rules or bye laws and the Trustee Board shall adopt such means as they think sufficient to bring to the notice of Member of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rules or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Dissolution

71. (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 of 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 Trustee Board 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 73 (1) is passed by the Members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Signatures, Names and Address of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address: