

COMPANY NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY
NEW CHARLTON COMMUNITY ASSOCIATION

1. Interpretation

1.1 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;
'the Charity'	means the New Charlton Community Association
'Clear Days'	in relation to the period of a notice means a period excluding (i) the day when the notice is given or deemed to be given; and (ii) 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;
'the Trustees'	means the Trustees of the Charity. The Trustees 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;
'the Members'	means any person or organisation admitted to membership of the Charity and recorded on the register of members in accordance with article 9 of the articles;
'the Memorandum'	means the Charity's memorandum of association;
'Officers'	means the Chair, the Vice Chair (if any), the Treasurer and the Secretary (if any);
'Ordinary Resolution'	means a decision adopted by the board of Trustees upon simple majority of the Trustees present
'Secretary'	means any person appointed to perform the duties of the secretary of the Charity;
'the United Kingdom'	means Great Britain and Northern Ireland

Charity Reg. No. 1145642 / Company Reg. No. 7702459

217 Maryon Road, Charlton
SE7 8DB

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- 1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts, excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 1.4 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.

Charity details

2. Name and location

- 2.1 The name of the Charitable Company is: New Charlton Community Association ("NCCA").
- 2.2 Its registered address is:

217 Maryon Road,
SE7 8DB Charlton

3. Objects

- 3.1 The Charity's objects ("**Objects**") are specifically restricted as set forth in this Article 3.
- 3.2 The Charity shall promote charitable activity and education in Charlton (being the area comprised under the postcode SE7) and elsewhere in the Royal Borough of Greenwich (the "**area of benefit**"), and in furtherance of the following Objects:
 - (A) the provision of facilities for recreation or other leisure time occupation for members of the public at large in the interests of social welfare with the object of improving their conditions of life; and
 - (B) the promotion of such other charitable purposes as are charitable according to the law of England and Wales as the Trustees in their discretion shall decide.
- 3.3 The income of the Charity shall be applied solely to the promotion of the above objects (including any activity incidental or conducive to those objects) and shall under no circumstances be distributed in whole or in part among the Members or the Trustees.

4. Powers

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

- (A) to raise funds. In doing so, the Charity must not undertake any taxable permanent 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 or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- (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 sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (E) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (F) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (G) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity whose objects are compatible with the Charity's Objects;
- (H) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (I) 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 7 and provided it complies with the conditions in that article;
- (J) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and

- (iii) 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; and

- (K) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- (L) to organisation its internal policies and procedures in accordance with its Standing Orders

5. Application of income and property

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 5.3 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 30.
- 5.5 A Trustee may not receive any other benefit or payment unless it is authorised by article 6.
- 5.6 Subject to article 6, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Trustee receiving:
 - (A) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
 - (B) reasonable and proper remuneration for any goods or services supplied to the Charity

6. Benefits and payments to Charity Trustees and connected persons

- 6.1 No Trustee or connected person may:

- (A) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (B) sell goods, services, or any interest in land to the Charity;
- (C) be employed by, or receive any remuneration from, the Charity; or
- (D) receive any other financial benefit¹ from the Charity;

unless the payment is permitted by Articles 6.2 or 6.3 below, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

6.2 A Trustee 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 Trustees do not benefit in this way.

6.3 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

MEMBERS

7. Membership

7.1 The Members of the Charity shall be as follows:

- (A) the subscribers to the Memorandum of Association;
- (B) any individual aged eighteen years or over who lives or works in the area of benefit and whom the Trustees decide to admit to membership in accordance with Article 7.2 below, including the Trustees themselves ("**Individual Members**");
- (C) any association or organisation, whether corporate or otherwise, and whether local, national or international, which are voluntary or non-profit-distributing, and which wish to support or further the Objects of the Charity and which the Trustees decide to admit to membership in accordance with Article 9.2 below ("**Affiliated Group Members**"); and
- (D) any local partner organisation which supports the Memorandum and Articles of Association and which the Trustees decides to admit to membership in accordance with Article 7.2 below ("**Partnership Members**").

¹ In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- 7.2 Membership is open to the above categories of members who apply to the Charity in the form required by the Trustees and are approved by the Trustees. The Trustees may only refuse an application if, acting reasonably, they consider it to be in the best interests of the Charity to refuse the application.
- 7.3 Membership is not transferable.
- 7.4 The Trustees must keep a register of names and addresses of the members.
- 7.5 Membership is for a period of up to one year until the following 31 March, after which an application for the renewal of membership must be submitted to the NCCA manager, along with the relevant subscription.

8. Voting rights

- 8.1 Members are entitled to vote during Annual General Meetings (AGM) and Emergency General Meetings (EGM) of the Charity, as described in Article 23 below.

9. Liability of Members

- 9.1 The liability of the Members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for;

- (A) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a Member;
- (B) payment of the costs, charges and expenses of winding up; and
- (C) adjustment of the rights of the contributories among themselves.

10. Termination of Membership

- 10.1 Membership is terminated if:
- (A) the Member dies or, if it is an organisation, ceases to exist;
 - (B) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (C) any sum due from the member to the Charity is not paid in full within six months of it falling due;

(D) the Member is removed from membership by a resolution of the Members 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:

- (i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Members at which the resolution will be proposed and the reasons why it is to be proposed;
- (ii) 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.

BOARD OF TRUSTEES

11. Eligibility for trusteeship

- 11.1 A Trustee must be a natural person aged 16 years or older.
- 11.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 16.
- 11.3 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

12. The Board of Trustees

- 12.1 The Board of Trustees must consist of at least **three** Trustees who are entitled to vote at meetings of the Board and at General Meetings.. The maximum number of Trustees on the Board shall be 13.
- 12.2 The Board of Trustees must consist of a reasonable mix of Individual Members and representatives from among the Affiliated Group Members referred to in article 7.1.
- 12.3 If the number of Trustees is less than three, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 12.4 Trustees are appointed for a term of up to three years. After three years, a Trustee can declare whether they wish to retire or put themselves forward for reappointment for a further three-year term (see 15.xx).

13. Appointment of Trustees

- 13.1 The Board of Trustee may) during a meeting of the Board of Trustees appoint a person who is willing to act as Trustee.

13.2 A Trustee may only be appointed or reappointed if:

- (A) A nomination from a proposer and seconder for the role of Trustee has been received from a Member of the Charity, provided that members' membership has been effective for at least 3 months prior to the Trustee meeting in which the Trustee will be elected.
- (B) Nominations must be provided:
 - (i) in writing at least 5 working days in advance of the relevant meeting;
 - (ii) addressed to the Secretary of the Charity; and
 - (iii) bearing the signature of the proposer and seconder of the nomination
- (C) The nomination is approved per para. 13.1.

14. Powers of the Board of Trustees

14.1 The Board of Trustees 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.

14.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Trustees.

14.3 Any meeting of the Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

14.4 The Board of Trustees shall have the power to co-opt individuals in a non-voting capacity (**Non-Voting Co-optees**) to attend the proceedings of Trustees for the purposes of:

- (A) Receiving specialist knowledge or advice; or
- (B) Receiving input and engagement from Affiliated Group Members, Partnership Members or the members of the public living or working in the area of benefit.

Provided the Board of Trustees maintains a list of all co-opted members who are eligible to attend the proceedings of the Board of Trustees for the above two purposes.

15. Retirement and re-appointment of Trustees

- 15.1 If a Trustee reaches the end of their three-year term, they can either choose to retire or put themselves forward for re-appointment.
- 15.2 Trustees wishing to retire at any point during their tenure. The Trustee will need to put their resignation in writing.
- 15.3 In all cases, where Trustees retire or are re-appointed, the Charity Commission must be notified.

16. Disqualification and removal of Trustees

- 16.1 A Trustee shall cease to hold office if he or she:
- (A) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
 - (B) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (C) ceases to be a member of the Charity;
 - (D) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - (E) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (F) is absent without the permission of the Trustees from all their meetings held within a period of three consecutive months and the Trustees resolve that his or her office should be vacated.

17. Remuneration of Trustees

- 17.1 The Trustees must not be paid any remuneration unless it is authorised by article 6.

18. Meetings of the Trustees

- 18.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles and will record the processes and policies governing their proceedings in the Standing Orders, which must be approved by the Trustees on an annual basis.

- 18.2 Any Trustee may call a meeting of the Trustees.
- 18.3 The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 18.4 Questions arising at a meeting shall be decided by a majority of votes.
- 18.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 18.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 18.7 No decision may be made by a meeting of the Trustees 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 Trustees in which a participant or participants may communicate with all the other participants.
- 18.8 The quorum shall be three or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by a majority of Trustees at a quorate meeting and recorded in writing.
- 18.9 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.
- 18.10 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 18.11 If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 18.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.
- 18.13 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

19. Delegation

- 19.1 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 an appropriate terms of reference.
- 19.2 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.
- 19.3 The Trustees may revoke or alter a delegation.
- 19.4 All material acts and proceedings of any committees must be fully and promptly reported to the Trustees in an appropriate form.

20. Validity of Trustees' decisions

- 20.1 Subject to article 25.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (A) (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 Trustee; and
 - (E) that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 20.2 Article 25.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 25.1, the resolution would have been void, or if the Trustee has not complied with article 7.

21. Declaration of Trustees' interests

- 21.1 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 himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

22. Conflicts of interests and conflicts of loyalties

- 22.1 If a conflict of interests 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 unconflicted Trustees 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 Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

- 22.2 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.

GENERAL MEETINGS

23. General Meetings - Definition

- 23.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 23.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings ("AGM").
- 23.3 The Trustees may call an emergency general meeting ("EGM") at any time, in accordance with these Articles.

24. Notice of general meetings

24.1 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; or
- (B) fourteen clear days for all other general meetings.

24.2 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 22.

24.3 The notice must be given to all the Members and to the Trustees and the auditors/independent examiners.

24.4 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.

25. Proceedings at general meetings

25.1 Proceedings at an AGM shall include:

- a. the presentation and approval of the reports of the Board of Trustees,
- b. the presentation and approval of the accounts, balance sheets, and the report of the auditors,
- c. the presentation of Trustees who have been appointed,
- d. the appointment of and the fixing of the remuneration of the auditors,
- e. Receive such other reports and documents as may be required by law from time to time.

25.2 No business shall be transacted at any general meeting unless a quorum is present.

25.3 A quorum is:

- (A) Three Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

(B) One tenth of the total membership at the time

whichever is the greater.

25.4 The authorised representative of an Affiliated Group Member or Partnership Member shall be counted in the quorum.

25.5 In the event that:

(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 Trustees shall determine.

25.6 If no quorum is present at a 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, provided that at least seven clear days' notice has been provided stating the date, time and place of the reconvened meeting.

25.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

25.8 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

25.9 If there is only one Trustee present and willing to act, he or she shall chair the meeting.

25.10 If no Trustee 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.

25.11 Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:

(A) by the person chairing the meeting; or

(B) by at least two members present in person or by proxy and having the right to vote at the meeting;

26. Content of proxy notices

26.1 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 Trustees 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.
- 26.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 26.3 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.
- 27. Written resolutions**
- 27.1 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.
- 28. Voting rights of members**
- 28.1 Individual Members, Affiliated Group Members and Partnership Members, whether an individual or an organisation, shall each have one vote.
- 28.2 Affiliated Group Members and Partnership Members may nominate any person to act as its representative at any meeting of the Charity subject to Article 16.3.
- 28.3 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

- 28.4 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

No person shall be entitled to vote at any General Meeting unless they have paid all monies owing by them or by the organisation they represent to the Charity.

29. Minutes

- 29.1 The Trustees must keep minutes of all:

- (A) appointments of Officers made by the Trustees;
- (B) proceedings at meetings of the Charity;
- (C) meetings of the Trustees and committees of Trustees including:
 - (i) the names of the Trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate, the reasons for the decisions.

30. Accounts

- 30.1 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 successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 30.2 The Trustees must keep accounting records as required by the Companies Act.

31. Annual Report and Register of Charities

- 31.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- (A) transmission of a copy of the statements of account to the Commission;
 - (B) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (C) preparation of an Annual Return and its transmission to the Commission.

- 31.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 32. Means of communication to be used**
- 32.1 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.
- 32.2 Subject to the articles, any notice or document relating to a decision to be taken by Trustees may be provided in a Trustee's preferred format.
- 32.3 The Charity may give any notice to a Member either:
- (A) personally; or
 - (B) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (C) by leaving it at the address of the member; or
 - (D) by giving it in electronic form to the Member's email address.
 - (E) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 32.4 With the exception of notices mentioned in para. 32.2 and 32.3, any notice to be given to or by any person pursuant to the articles:
- (A) must be in writing; or
 - (B) must be given in electronic or paper form
- 32.5 All Members must register a UK postal address with the Charity.
- 32.6 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.
- 32.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

32.8 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

32.9 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.

33. Indemnity

33.1 The Charity shall indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

33.2 In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

34. Rules

34.1 The Trustees 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.

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

(A) the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

(B) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(C) the setting aside of the whole or any part 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 Trustees 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.

(F) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

- (G) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (H) 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.

35. Disputes

- 35.1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity 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.

36. Dissolution

- 36.1 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.

- 36.2 Subject to any such resolution of the members of the Charity, the Trustees 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 the Objects; or
- (C) to any Charity or charities for use for particular purposes that fall within the Objects.

- 36.3 (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 33.1 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