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ARTICLES OF ASSOCIATION AND OBJECTS OF

# THE STORY OF CHRISTMAS

ADOPTED 30 August 2022

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Life President:	Dame Judi Dench CH DBE
President:	Ian Hislop
Deputy President:	Aled Jones MBE
Artistic Director & Chief Executive Officer:	Marc Corbett-Weaver

COMPANY NOT HAVING A SHARE CAPITAL AND WITH USE OF "LIMITED" EXCEPTION

ARTICLES OF ASSOCIATION AND OBJECTS OF

**THE STORY OF CHRISTMAS**

**1. Definitions and interpretation**

1.1 In these Articles, unless the context otherwise requires, the following words have the following meanings:

<b>Act</b>	the Charities Act 2011;
<b>address</b>	a postal address or, for the purposes of electronic communication, an e-mail address or a telephone number for receiving text messages, in each case as notified to the Charity;
<b>Articles</b>	these articles of association and objects;
<b>Charity</b>	The Story of Christmas, being the company to be regulated by the Articles;
<b>clear days</b>	in relation to a period of notice means a period excluding: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>
<b>Commission</b>	the Charity Commission for England and Wales and any body which may assume its functions from time to time;
<b>Companies Acts</b>	as defined in Section 2 of the Companies Act 2006 (insofar as they apply to the Charity);
<b>Directors</b>	the directors of the Charity, being charity trustees as defined by Section 117 of the Act (and who may alternatively be referred to as the <b>Trustees</b> );
<b>document</b>	includes, unless otherwise stated, any document sent or supplied in electronic form;
<b>Memorandum</b>	the memorandum of association of the Charity adopted on 31 October 2011;
<b>Objects</b>	the objects of the Charity, set out in Article 4;

1.2 In these Articles, unless the context otherwise requires:

- (a) words or expressions shall have the same meaning as in the Companies Acts as in force at the date these Articles become binding on the Charity;
- (b) words in the singular include the plural and vice versa and words in one gender include any other gender;

- (c) a reference to a statute or statutory provision includes:
  - (i) any subordinate legislation (as defined in Section 21(1), Interpretation Act 1978) made under it;
  - (ii) any repealed statute or statutory provision which it re-enacts (with or without modification); and
  - (iii) save as provided in Article 1.2(a), any statute or statutory provision which modifies, consolidates, re-enacts or supersedes it;
- (d) a reference to:
  - (i) a **person** includes any individual, firm, body corporate, association or partnership, government or state (whether or not having a separate legal personality);
  - (ii) an Article is to a numbered article within these Articles; and
  - (iii) the Schedule is to the schedule to these Articles;
- (e) a reference to a **general meeting** shall be to a meeting of which all members of the Charity are entitled to receive notice and which all members of the Charity are entitled to attend, and which is not a meeting of the Directors called pursuant to Article 26; and
- (f) the rule known as the *ejusdem generis* rule shall not apply nor any similar rule or approach to the construction of these Articles and accordingly general words introduced or followed by the word **other** or **including** or **in particular** shall not be given a restrictive meaning because they are followed or preceded (as the case may be) by particular examples intended to fall within the meaning of the general words.

1.3 In these Articles a reference to a **connected person** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (b) the spouse or civil partner of the Director or of any person falling within Article 1.3(a);
- (c) a person carrying on business in partnership with the Director or with any person falling within Articles 1.3(a) or 1.3(b);
- (d) an institution which is controlled:
  - (i) by the Director or any connected person falling within Articles 1.3(a) to (c); or
  - (ii) by two or more persons falling within Article 1.3(d)(i);
- (e) a body corporate in which:
  - (i) the Director or any connected person falling within Articles 1.3(a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within Article 1.3(e)(i) who, when taken together, have a substantial interest.

and Sections 350 to 352 of the Act apply for the purposes of interpreting the terms used in this Article 1.3.

**2. Name, domicile and Memorandum of the Charity**

- 2.1 The name of the Charity is The Story of Christmas.
- 2.2 The Charity is domiciled in England and Wales.
- 2.3 The memorandum of the Charity is the Memorandum.

**3. Liability of members**

- 3.1 The liability of the members is limited to a sum not exceeding £10, 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 is a member or within one year after he ceases to be a member, for:
  - (a) payment of the Charity's debts and liabilities incurred before he 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 amongst themselves.

**4. Objects**

- 4.1 The Charity's objects are specifically restricted to the following:
  - (a) the relief of poverty amongst homeless individuals by the provision of grants to homeless charities and directly to initiatives working to provide support, accommodation and opportunities for work and education to such individuals; and
  - (b) the advancement of health and the relief of those in need by the provision of grants to charities which seek to improve the quality of life of sick or disadvantaged children and young people.

**5. Powers**

- 5.1 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:
  - (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 establish subsidiary trading entities;
  - (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (d) 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 to 123 of the Act;
  - (e) 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 to 126 of the Act, if it wishes to mortgage land;

- (f) to cooperate with other charities, voluntary bodies and statutory bodies and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided that it complies with the conditions in that Article;
- (k) 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;
- (l) to provide indemnity insurance for the Directors in accordance with and subject to the conditions in Section 189 of the Act;
- (m) to pay out of the funds of the Charity the costs of complying with its filing and reporting obligations both as a company and as a charity; and
- (n) to appoint and remunerate professional advisors.

## **6. Application of income and property**

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2 As regards the Directors:

- (a) a Director is entitled to be reimbursed from the property of the Charity or may be paid out of such property reasonable expenses properly incurred by him 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 Act;
- (c) a Director may receive an indemnity from the Charity in the circumstances specified in Article 34; and
- (d) a Director may not receive any other benefit or payment unless it is authorised by Article 7.

- 6.3 Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

**7. Benefits and payments to Directors and connected persons**

***General provisions***

- 7.1 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; or
- (d) receive any other financial benefit from the Charity

unless the payment is permitted by Article 7.2 or authorised by the court or the Charity Commission. In this Article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

***Scope and powers permitting Directors' or connected persons' benefits***

- 7.2 A Director or connected person may:

- (a) 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;
- (b) 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 to 187 of the Act;
- (c) subject to Article 7.3, provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person;
- (d) receive interest on money lent to the Charity at a reasonable and proper rate;
- (e) receive rent for premises let by the Director or connected person to the Charity. The amount of rent and other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (f) 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***

- 7.3 The Charity and its Directors may only rely on the authority provided by Article 7.2(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in and agreement in writing between the Charity or its Directors (as the case may be) and the Director or connected person providing 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 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; and
- (g) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by this Article 7.

7.4 In Articles 7.2 and 7.3 **Charity** includes any company in which the Charity:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

## **8. Declaration of Directors' interests**

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

## **9. Conflicts of interest and conflicts of loyalties**

9.1 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 interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not counted when considering whether a quorum of Directors is present at the meeting; and



- (c) the unconflicted Directors consider that it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

9.2 In this Article a conflict 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.

## **10. Officers and Members**

10.1 Membership is open to individuals or organisations who:

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

10.2 The Directors 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 in which event:

- (a) they inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and
- (b) the Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

10.3 Membership is not transferable.

10.4 The Directors shall keep a register of names and addresses of the members.

## **11. Classes of membership**

11.1 The Directors may establish classes of membership with different rights and obligations (including the right to vote at general meetings) and shall record the rights and obligations in the register of members.

11.2 The classes of members at the date of adoption of these Articles are:

- (a) the Directors, as stated in Article 10.1; and
- (b) the Founder Trustees, who shall have such rights as are set out in the Schedule.

11.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

11.4 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.

11.5 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.

**12. Termination of membership**

**12.1 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 Directors that it is in the best interests of the Charity that his 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 directors at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (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.

**13. General meetings**

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

13.2 The Directors may call a general meeting at any time.

**14. Notice of general meetings**

14.1 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.

14.2 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.

14.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Companies Act 2006 and Article 16.

14.4 The notice must be given to all the members and to the Directors and auditors.

14.5 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.

**15. Proceedings at general meetings**

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

15.2 A quorum is:

(a) five 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 greater.

15.3 The authorised representative of a member organisation shall be counted in the quorum.

15.4 If:

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

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

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

15.5 The Directors must reconvene the meeting and give at least seven clear days' notice of the reconvened meeting, stating the date, time and place of the meeting.

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

15.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting; if there is only one Director present and willing to act, he shall chair the meeting.

15.8 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 shall choose one of their number to chair the meeting.

15.9 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person chairing the meeting shall decide the date, time and place at which the meeting is to be reconvened unless these details are specified in the resolution. 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.

15.10 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

15.11 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; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the member having the right to vote at the meeting.
- 15.12 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result shall be recorded in the minutes of the Charity, but the number or proportion of votes cast need not be recorded.
- 15.13 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for the poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 15.14 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 15.15 A poll demanded on the election of a person to chair a meeting or a question of adjournment must take place immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs, and in any event within thirty days of the demand. If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 16. Content of proxy notices**
- 16.1 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.
- 16.2 The Charity may require proxy notices to be delivered in a particular form, and specify different forms for different purposes. 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.
- 16.3 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 proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**17. Delivery of proxy notices**

- 17.1 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.
- 17.2 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. 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.
- 17.3 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.

**18. Written resolutions**

- 18.1 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 is received at the registered office within the period of 28 days beginning with the circulation date.
- 18.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member which is an organisation, its authorised representative may signify its agreement.

**19. Votes of members**

- 19.1 Subject to Article 11, every member, whether an individual or an organisation, shall have one vote.
- 19.2 Any objection to the qualification of any voter shall 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.
- 19.3 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity. The organisation shall give written notice to the Charity of the name of its representative and such person shall not be entitled to represent the organisation unless the notice has been received. The person may continue to represent the organisation until written notice to the contrary is received by the Charity. Any notice given to the Charity shall be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked and the Charity shall not be required to consider whether the person has been properly appointed by the organisation.

**20. Directors**

- 20.1 A Director must be a natural person aged 16 years or older. No person may be appointed a Director if he would be disqualified from acting under the provisions of Article 24.

20.2 The minimum number of Directors shall be five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

20.3 A Director may not appoint an alternate director or anyone to act on his behalf at any meeting of the Directors.

## **21. Powers of the Directors**

21.1 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 Act, the Articles or by any special resolution. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

21.2 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.

## **22. Directors' term in office and retirement**

22.1 Each director shall be appointed for a term of three years and shall be deemed to retire from office at the conclusion of the first annual general meeting or general meeting (whichever is first) after the third anniversary of his appointment.

22.2 A Director retiring pursuant to Article 22.1 shall be eligible to be reappointed by the Charity for a second term on the same basis and at the expiry of such second term shall be deemed to retire but shall be eligible to be reappointed for a third and final term on such basis and at the expiry of such term shall be deemed to retire, such that no Director shall serve for longer than nine years in aggregate unless Article 22.3 applies.

22.3 In respect of a Director who has retired at the completion of a third term in office as referred to in Article 22.2, the Charity may reappoint him for one further term not exceeding one year, at the end of which he shall be deemed to retire and shall not be eligible for any further re-appointment.

22.4 The provisions of Article 23.1 shall apply to the reappointment referred to in Article 22.3 save that a special resolution of the Charity approving such reappointment shall be required.

22.5 In respect of those Directors listed in the Schedule the date set out against his name shall, if he is in office on such date, be deemed to be the date on which his third and final appointment terminates, as if he were retiring for the third time pursuant to Article 22.2, and the provisions of Article 22.3 shall apply to him accordingly.

## **23. Appointment of Directors**

23.1 Save where Article 22.2 or Article 22.3 applies, the Charity may by ordinary resolution appoint a person who is willing to act to be a Director. No person other than a Director to whom Article 22.2 or Article 22.3 applies may be appointed a Director at any general meeting or by written resolution pursuant to Article 18.1 unless:

- (a) he is recommended for election by the Directors;
- (b) not less than fourteen nor more than thirty-five clear days before the date of the meeting or the circulation of the written resolution, the Charity is given a notice that:
  - (i) is signed by a member entitled to vote at general meetings;

- (ii) states the member's intention to propose the appointment of a person as a Director;
    - (iii) contains the details which, if the person were to be appointed, the Charity would have to file at Companies House and with the Commission; and
    - (iv) is signed by the person who is to be proposed to show his willingness to be appointed; and
  - (c) in respect of a vote at a general meeting, all members who are entitled to receive notice of a general meeting have been given not less than seven nor more than twenty-eight clear days' notice of the resolution to be put to the meeting to appoint such person.
- 23.2 The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 24. Disqualification and removal of Directors**
- 24.1 A Director shall cease to hold office if he:
- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (b) is disqualified from acting a trustee by virtue of Section 178 of the Act or the subject of a disqualification order pursuant to Section 181A of the Act;
  - (c) ceases to be member of the Charity;
  - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - (e) is convicted of any offence of dishonesty and the other Directors resolve that his office be vacated;
  - (f) acts (or omits to act) in such a manner as to bring the name of the Charity into disrepute and the other Directors resolve that his office be vacated;
  - (g) 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);
  - (h) is deemed to retire pursuant to Article 22 and is not re-appointed pursuant to such Article or Article 23; or
  - (i) is absent without the permission of the Directors from four consecutive meetings of the Directors and the other Directors resolve that his office be vacated.
- 25. Remuneration of Directors**
- 25.1 The Directors shall not be paid any remuneration unless it is authorised by Article 7.
- 26. Proceedings of Directors**
- 26.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles. Any Director may call a meeting of the Directors and the Secretary shall call a meeting of the Directors if requested to do so by a Director.

- 26.2 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.
- 26.3 Meetings of Directors may be held by suitable electronic means agreed by the Directors by which each participant may communicate with all the other participants.
- 26.4 No decision shall be taken by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made (where present includes being present by suitable electronic means). The quorum shall be three 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. A Director shall not be counted in the quorum present when a decision is made about a matter upon which that Director is not entitled to vote.
- 26.5 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purposes of filling vacancies or calling a general meeting.
- 26.6 The Directors shall appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been appointed to chair meetings or that person is unwilling to preside or is not present within ten minutes of the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting. 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 by the Directors.
- 26.7 A resolution in writing or in electronic form agreed by all the Directors entitled to receive notice of a meeting of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held.

## **27. Delegation**

- 27.1 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. The Directors may impose conditions when delegating, including conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they are delegated; or
  - (b) no expenditure may be incurred in behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 27.2 The Directors may revoke or vary a delegation. All acts and proceedings of any committees shall be fully and promptly reported to the Directors.

## **28. Validity of Directors' decisions**

- 28.1 Subject to Article 28.2, 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 Articles to vacate office, except where such person is a Founder Trustee; or
  - (c) who was not entitled to vote on the matter, whether by conflict of interest or otherwise;



if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

- 28.2 Article 28.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him by a resolution of the Directors or a committee of Directors if, but for Article 28.1, the resolution would have been void, or if the Director has not complied with Article 8.

## **29. Minutes**

- 29.1 The Directors shall keep minutes of all:

- (a) appointments of officers made by the Directors;
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Directors and committees of Directors, including
  - (i) the names of the Directors present;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate, the reasons for decisions.

## **30. Accounts**

- 30.1 The Directors shall prepare for each financial year accounts as required by the Companies Acts. The accounts shall 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 Directors shall keep accounting records as required by the Companies Acts.

## **31. Annual Report and Return and Register of Charities**

- 31.1 The Directors shall comply with the requirements of Part 8 of the Act 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 Directors shall notify the Commission promptly of any changes to the Charity's entry on the Central Registry 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 to be sent or supplied to a Director in connection with the taking of a decision 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.

32.3 Any notice to be given to or by any person pursuant to the Articles:

- (a) shall be in writing; or
- (b) shall be given in electronic form.

32.4 The Charity may give any notice to a member:

- (a) personally;
- (b) by sending it by post in a prepaid envelope addressed to the member at his address;
- (c) by leaving it at the address of the member;
- (d) by giving it in electronic form to the member's address; or
- (e) by placing it on a website and providing the person with notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it contains a notice of a company meeting and specify the place, date and time of the meeting.

32.5 A member who does not register an address with the Charity or who registers only a postal address outside the United Kingdom shall not be entitled to receive any notice from the Charity.

32.6 A person 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. 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. In accordance with that section, notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of electronic communication, 48 hours after it was sent.

### **33. Indemnity**

33.1 The Charity may indemnify a relevant Director against any liability incurred by him in that capacity, to the extent permitted by Sections 232 to 234 of the Companies Act 2006.

33.2 In this Article, a "relevant Director" means any Director or former Director.

### **34. Rules**

34.1 The Directors may from time to time make such a reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity. The Directors shall adopt such means as they think sufficient to bring the rules or bye-laws and any changes thereto to the notice of members of the Charity.

34.2 The rules or 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 Directors insofar as such procedure is not regulated by the Companies Acts or by the Articles; and
- (e) generally, all such matters as are commonly the subject matter of such rules or bye-laws.

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

34.4 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 members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute shall 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 Directors may at any time before, and in the 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.

36.3 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 Articles 36.1 or 36.2 is passed, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **SCHEDULE**

### **Deemed expiry dates**

<b>Name</b>	<b>Date of deemed expiry of third term (Art 22.4)</b>
Anthony Chambers	30/01/2027
Nicholas Howe	30/01/2027
Timothy Sketchley	12/12/2025
Ian Womack	27/11/2024

### **Secretary**

Roderick Graham

### **Rights of Founder Trustees**

Each Founder Trustee shall have the right:

- to receive notice of, and to attend, general meetings, with the same rights as other members who are not Directors;
- to receive notice of, and to attend, meetings of the Directors as an observer, but he shall not be a Director, nor shall he be entitled to vote at such meetings or count towards the quorum at such meetings. If the Directors, acting reasonably, so determine, the Founder Trustees may be excluded from certain parts of such meetings.