

Company number: 08028281

COMPANIES ACTS 2006
A COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
CHARITY TAX GROUP

(Incorporated on 12th April 2012 and amended by written resolution on 20th
December 2013 and 15 March 2023)

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Companies Act 2006

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF CHARITY TAX GROUP

1. NAME

The name of the Company is Charity Tax Group.

2. LIMITED LIABILITY

The liability of the Company Members is limited.

3. GUARANTEE

Every Company Member promises, if the Company is dissolved while he, she or it remains a Company Member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Company while he or she was a Company Member.

4. OBJECTS

4.1 The Objects of the Charity are to promote the efficiency and effectiveness of the charity sector for the benefit of the public, in particular by:

4.1.1 promoting the improvement in the fiscal and financial treatment of organisations established for charitable purposes, including in particular (but not exclusively) by acting as a representative of the charity sector in relation to government policies and legislation; and

4.1.2 promoting and developing an enhanced knowledge, understanding and awareness of tax and associated financial issues as they relate to organisations established for charitable purposes, in particular (but not exclusively) by disseminating information, providing training, conferences, seminars and commentary on relevant issues and providing such support and assistance to charities as the Trustees in their absolute discretion see fit.

4.2 “Charitable purposes” shall have the meaning set out in Chapter 1 of the Charities Act 2011.

5. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects:

- 5.1 To promote or carry out research.
- 5.2 To publish or distribute information.
- 5.3 To co-operate with other bodies.
- 5.4 To support, administer or set up other companies, including charities.
- 5.5 To raise funds.
- 5.6 To borrow money and give security for loans.
- 5.7 To acquire or hire property of any kind.
- 5.8 To let or dispose of property of any kind.
- 5.9 To make grants or loans of money and to give guarantees.
- 5.10 To set aside funds for special purposes or as reserves against future expenditure.
- 5.11 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Directors consider necessary having regard to the suitability of investments and the need for diversification).
- 5.12 To delegate the management of investments to a Financial Expert, but only on terms that:
 - 5.12.1 the investment policy is set down in writing for the Financial Expert by the Directors;
 - 5.12.2 every transaction is reported regularly to the Directors;
 - 5.12.3 the performance of the investments is reviewed regularly with the Directors;
 - 5.12.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 5.12.5 the investment policy and the delegation arrangement are reviewed at least once a year;

5.12.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Directors on receipt; and

5.12.7 the Financial Expert must not do anything outside the powers of the Directors.

5.13 To arrange for investments or other property of the Company to be held in the name of a Nominee Company acting under the control of the Directors or of a Financial Expert acting under their instructions, and to pay any reasonable fee required.

5.14 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required.

5.15 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.

5.16 To pay for Indemnity Insurance for the Directors.

5.17 Subject to article 12, to employ paid or unpaid agents, staff or advisers.

5.18 To enter into contracts to provide services to or on behalf of other bodies.

5.19 To establish or acquire subsidiary companies to assist or act as agents for the Company.

5.20 To acquire, merge with or enter into any partnership or joint venture arrangement with any other body or entity formed for any of the Objects.

5.21 To make representations to any body, authority, Government, European institution or other relevant bodies.

5.22 To pay the costs of forming the Company.

5.23 To do anything else within the law which promotes or helps to promote the Objects.

6. COMPANY MEMBERSHIP

6.1 The Company must maintain a register of Company Members.

6.2 There shall be no less than four and not more than eleven Company Members.

- 6.3 The Contributing Charity Members appoint the Company Members in accordance with any bye-law made pursuant to article 10.3 and each Company Member must be an individual who is an officer, charity trustee or employee of a Contributing Charity Member. A Contributing Charity Member may not have more than one of its representatives (including for the avoidance of doubt an officer, charity trustee or employee of that Contributing Charity Member) acting as a Company Member at any one time without the consent of 75% of the Company Members (rounded up).
- 6.4 Company Membership is terminated if the Company Member concerned:
- 6.4.1 ceases to be a representative of (or be an officer, charity trustee or employee of) a Contributing Charity Member, unless asked to continue for the remainder of his or her current term of office by 75% of the other Company Members (rounded up);
 - 6.4.2 gives written notice of resignation to the Company;
 - 6.4.3 dies; or
 - 6.4.4 is removed from Company Membership by resolution of 75% of the Directors (rounded up) on the ground that in their reasonable opinion the Company Member's continued Company Membership is harmful to the Company. The Directors may only pass such a resolution after notifying the Company Member in writing and considering the matter in the light of any written representations which the Company Member concerned puts forward within 14 clear days after receiving notice.
- 6.5 Company Membership of the Company is not transferable.
- 6.6 The Directors may establish different classes of Informal Membership, prescribe their respective privileges and duties, set out any administrative procedures relating to them (including in relation to voting and calling meetings of any type of Informal Member) and set the amounts of any subscriptions.

7. GENERAL MEETINGS

- 7.1 A meeting may be called at any time by the Company Members and must be called within 28 clear days of a written request from at least 5% of the Company Members (rounded up). Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

- 7.2 Company Members are entitled to attend meetings either personally, by an alternate authorised representative of the Contributing Charity Member, or by proxy, or by suitable electronic means agreed by the Company Members in which all participants may communicate with all the other participants. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting.
- 7.3 If a meeting of the Company Members is held by solely electronic means, the 'place' of the meeting specified in the notice, for the purposes of section 311 Companies Act 2006, may be the electronic platform used to host the meeting or such other place (physical or electronic) as the Directors may at their discretion specify, provided that the description of the place specified provides sufficient information for Companies Members to be able to attend the meeting.
- 7.4 There is a quorum at a meeting if the number of Company Members present in person or by proxy is at least three or one third of the Company Members (rounded up) if greater.
- 7.5 The Chairman or (if the Chairman is unable or unwilling to do so) a vice-chairman or (if one of the vice-chairmen is unable or unwilling to do so) some other Company Member elected by those Company Members present presides at a meeting.
- 7.6 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.
- 7.7 Every Company Member present in person or through an authorised representative or by proxy has one vote on each issue.
- 7.8 A written resolution signed by a majority of those entitled to vote at a meeting (or, where the Companies Acts require, a greater majority) is as valid as a resolution actually passed at that meeting, provided it is passed in accordance with part 13, Chapter 2 of the Companies Act 2006. The written resolution may be set out in more than one counterpart.
- 7.9 The Company shall not be required to hold an AGM in any year.

8. THE DIRECTORS

- 8.1 The Directors have control of the Company and its property and funds.
- 8.2 There shall be no less than four and not more than eleven Directors, each of whom must be an individual.
- 8.3 Any individual who has been appointed as a Company Member by the Contributing Charity Members shall automatically become a

Director by virtue of that appointment and will cease to be a Director when they cease to be a Company Member.

- 8.4 If the number of Directors falls below three, the remaining Directors may act (and in default the Company Members may act) to appoint further Directors as required. Any Director so appointed may only remain in office until the next meeting of Contributing Charity Members, at which they may be appointed as a Company Member if they wish to remain in office.
- 8.5 Directors are appointed for a term of three years and shall stand down at the meeting of the Contributing Charity Members immediately following the third anniversary of their appointment, but they may be re-appointed. A Director may only serve for three consecutive terms of office, unless he or she is invited to stand for re-election for up to two further terms of office with the consent of 75% of the other Directors (rounded up).
- 8.6 Where a Director is also an Honorary Officer (as defined in article 11), the provisions in that article shall take precedence in determining their term of office and eligibility for re-election; provided that once that person retires from their function as Honorary Officer, he or she may, if eligible, put himself or herself forward for one further term of office as a Director, or more if he or she is invited to do so with the consent of 75% of the other Directors (rounded up).
- 8.7 Every director after appointment must sign a declaration of willingness to act as a director of the Company before he or she may vote at any meeting of the Directors.
- 8.8 A Director's term of office automatically terminates if he or she:
 - 8.8.1 ceases to be a Company Member in accordance with articles 6.4.1 to 6.4.4;
 - 8.8.2 is prohibited by law from being a director of a company;
 - 8.8.3 (in the written opinion, given to the company, of a registered medical practitioner treating that person) has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 8.8.4 is absent from three or more consecutive meetings of the Directors and 75% of the other Directors (rounded up) vote to remove him or her from office;
 - 8.8.5 resigns by written notice to the Directors (but only if at least two Directors will remain in office); or

8.8.6 is removed by resolution of a majority of the Contributing Charity Members present and voting at a meeting of the Contributing Charity Members (but only if at least two Directors will remain in office) after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

8.9 A technical defect in the appointment of a Director of which the other Directors are unaware at the time does not invalidate decisions taken at a meeting.

9. PROCEEDINGS OF THE DIRECTORS

9.1 The Directors must hold at least four meetings each year.

9.2 A quorum at a meeting of the Directors is at least three or one third of the number of Directors (rounded up) if greater.

9.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors (or a combination of the two) in which all participants may communicate with all the other participants.

9.4 The Chairman or (if the Chairman is unable or unwilling to do so) a vice-chairman or (if one of the vice-chairmen is unable or unwilling to do so) some other Company Member elected by those Company Members present presides at a meeting.

9.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

9.6 The Directors may agree a written resolution by electronic mail. A resolution agreed by electronic mail shall be as valid and effective as if it had been passed at a duly constituted meeting of the Directors provided that a majority of eligible Directors agree the resolution either by signing the resolution or by agreeing to its passage by electronic mail (in which case the resolution may consist of one or more signed documents or electronic mails sent by one of more of the directors).

9.7 Except for the Chairman of the meeting, who has a casting vote, every Director has one vote on each issue.

9.8 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

10. DIRECTORS' POWERS

The Directors have the following powers in the administration of the Company:

- 10.1 To appoint (and remove) any person to act as Secretary in accordance with the Companies Acts.
- 10.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Director and all proceedings of committees must be reported regularly to the Directors.
- 10.3 To make standing orders and bye-laws consistent with the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy, and in accordance with article 6.6 (Informal Members).
- 10.4 To make rules consistent with the Articles and the Companies Acts to govern their proceedings and proceedings of committees.
- 10.5 To make regulations consistent with the Articles and the Companies Acts to govern the administration of the Company and the use of its seal (if any).
- 10.6 To establish procedures to assist in the resolution of disputes or differences within the Company.
- 10.7 To exercise any powers of the Company which are not reserved to a meeting of the Company Members.

11. HONORARY OFFICERS

- 11.1 The Company shall have a **Chairman** and up to two **vice-chairmen**, each of whom must be an individual who is an appointed representative of a Contributing Charity Member.
- 11.2 Contributing Charity Members shall appoint the Chairman for a term of three years, and any individual so appointed may be re-appointed for a maximum of three terms of office unless a majority of the Contributing Charity Members agree that they may be re-appointed for up to two further terms of office. The individual so appointed shall become Company Members by virtue of their appointment.
- 11.3 The Directors shall appoint at least one vice-chairman from their number, for a term of three years, and any individual so appointed may be re-appointed for a maximum of three terms of office unless a majority of the Directors agree that they may be re-appointed for up to two further terms of office.

- 11.4 The Company shall have a **Treasurer**, who may be, but is not required to be, an appointed representative of a Contributing Charity Member.
- 11.5 The Directors shall appoint the Treasurer for a term of three years, and any individual so appointed may be re-appointed for a maximum of three terms of office, unless a majority of the Directors agree that they may be re-appointed for up to two further terms of office. The Treasurer may (or may not) also be appointed by the Directors as a Company Member and Director. The Directors may remove the Treasurer from office.
- 11.6 The Contributing Charity Members may from time to time create one or more honorary offices with the title **President** or **Vice-President** and may appoint any person they deem appropriate to such office, provided that:
 - 11.6.1 Any such appointment may be made for a fixed term, for life or without specifying a term and a person appointed to such honorary office may be removed from office by a majority of the Contributing Charity Members; and
 - 11.6.2 the holder of an honorary office appointed in accordance with this article 11.6 need not be a representative of any type of member of the Company and shall not, by reason of his/her holding such an honorary office, be deemed to be a Company Member or a Director, or be entitled to vote at any meeting of the Company or the Directors.

12. BENEFITS TO COMPANY MEMBERS AND DIRECTORS

- 12.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the Company Members but:
 - 12.1.1 Company Members may enter into contracts with the Company and receive reasonable payment for goods or services supplied;
 - 12.1.2 Company Members and Directors may be paid interest at a reasonable rate on money lent to the Company; and
 - 12.1.3 Company Members and Directors may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company.
- 12.2 A Director may not be employed by, and must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Company except:

- 12.2.1 as mentioned in articles 5.16 (Indemnity Insurance) and articles 12.1.2 (interest), 12.1.3 (rent) or 12.3 (contractual payments);
 - 12.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company;
 - 12.2.3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
 - 12.2.4 payment to any company in which a Director has no more than a 1 per cent shareholding; and
 - 12.2.5 in exceptional cases, other payments or benefits.
- 12.3 A Director or a Connected Person may enter into a contract with the Company to supply goods or services in return for a payment or other Material Benefit if:
- 12.3.1 the goods or services are actually required by the Company;
 - 12.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Directors in accordance with the procedure in article 12.5; and
 - 12.3.3 no more than half of the Directors are interested in that contract in any financial year.
- 12.4 Whenever a Director has a personal interest in a matter which is to be discussed at a meeting of the Directors or a committee, he or she must comply with the procedure in article 12.5.
- 12.5 Where this article applies, a Director must:
- 12.5.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 12.5.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 12.5.3 not be counted in the quorum for that part of the meeting; and
 - 12.5.4 have no vote on the matter and be absent during the vote if so requested by the other Directors.

13. RECORDS AND ACCOUNTS

- 13.1 The Directors must comply with the requirements of the Companies Acts and the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
 - 13.1.1 annual returns;
 - 13.1.2 annual reports; and
 - 13.1.3 annual statements of account.
- 13.2 The Directors must keep proper records of:
 - 13.2.1 all proceedings at Company Member meetings;
 - 13.2.2 all proceedings at meetings of the Directors;
 - 13.2.3 all reports of committees; and
 - 13.2.4 all professional advice obtained.
- 13.3 The Directors must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Company, within 10 months of the financial year end.
- 13.4 The Directors must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the Company entered on the Central Register of Charities.
- 13.5 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours.
- 13.6 A copy of the Company's latest available statement of account must be supplied on request to any Director or Company Member.

14. NOTICES

- 14.1 Notices may be sent by hand, by post or by suitable electronic means or any journal distributed by the Company.
- 14.2 The only address at which a Company Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Company Members.

- 14.3 Any notice given is to be treated for all purposes as having been received:
- 14.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 14.3.2 two clear days after being sent by first class post to that address;
 - 14.3.3 three clear days after being sent by second class or overseas post to that address;
 - 14.3.4 on the date of publication of a newspaper containing the notice;
 - 14.3.5 on being handed to the intended recipient personally; or, if earlier,
 - 14.3.6 as soon as the intended recipient acknowledges actual receipt.
- 14.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

15. DISSOLUTION

If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities shall not be paid to the Company Members (unless they qualify under one of the following headings), but instead must be applied in one or more of the following ways, as determined by the Contributing Charity Members at a meeting of the Contributing Charity Members called in accordance with the bye-laws:

- 15.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects;
- 15.2 by transfer to any charity or charities;
- 15.3 directly for the Objects or for charitable purposes which are within or similar to the Objects,

or otherwise for such charitable purposes as the Contributing Charity Members for the time being of the Company think fit.

16. MODEL ARTICLES

The Model Articles are excluded and do not apply to the Company.

17. INTERPRETATION

In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Company;

‘the Articles’ means the Company’s articles of association;

‘Chairman’ means the chairman of the Directors;

‘Charity’ means any organisation which is registered with the Charity Commission for England and Wales, or with OSCR, or with the Charity Commission for Northern Ireland, or is otherwise recognised by HM Revenue & Customs as a charity, or is established for charitable purposes (as defined in Chapter 1 of the Charities Act 2011).

‘the Company’ means the company governed by the Articles;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006);

‘Company Member’ and ‘Company Membership’ refer to the formal company Membership of the Company;

‘Conflict of Interest’ includes a conflict of interest and duty and a conflict of duties;

‘Conflicted Director’ means any Director who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors;

‘Connected Person’ means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director, any Firm of which a Director is a member, Director, employee or shareholder having a beneficial interest in more than 1 per cent of the capital;

‘Contributing Charity Member’ shall mean any Charity which has applied to the Company and been accepted as an Informal Member, and which, in respect of the preceding or current financial year, has contributed financially to the running of the Company. A Contributing Charity Member is not a Company Member and only has voting rights in relation to the appointment and removal of Directors, Company Members, the Chairman, vice-chairmen and honorary treasurer, or any honorary office;

‘Custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘Financial Expert’ means an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Company’s financial year;

‘Firm’ includes a limited liability partnership and company;

‘Indemnity Insurance’ means insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘Informal Member’ refers to a supporter who may be called a ‘Member’ but is not a Company Member (as further defined in any bye-laws);

‘Director’ means a director of the Company;

‘Material Benefit’ means a benefit which may not be financial but has a monetary value;

‘Memorandum’ means the Company’s Memorandum of Association;

‘Model Articles’ means the model articles contained in schedule 2 of the Companies (Model Articles) Regulations 2008;

‘month’ means calendar month;

‘Nominee Company’ means a corporate body registered or having an established place of business in England and Wales;

‘the Objects’ means the Objects of the Company as defined in article 4;

‘Secretary’ means the company secretary of the Company;

‘Unconflicted Director’ means any Director who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message or in electronic format;

‘year’ means calendar year.

17.1 Expressions defined in the Companies Acts have the same meaning.

- 17.2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.