

**Companies Act 2006**

**Ordinary resolution**

Company number 08574760

Company name Dress for Success Leeds



\*R4YTXG96\*  
RM 18/01/2016 #2  
COMPANIES HOUSE

On the 4th day of August 2015 the following ordinary resolution was agreed and passed by the Directors and Trustees

The feedback from the Charity commission was discussed and the Board agreed to pass a resolution changing

The Charity's objects (the "**Objects**") are the relief of financial hardship, the relief of unemployment for the public benefit and the promotion of economic independence among women living in England and Wales in such ways as may be thought fit, including (but without limiting the generality of the foregoing) by providing work-appropriate clothing for individuals seeking employment and/or educational opportunities, providing job-seeking advice, training and education and providing support services for those who successfully procure employment or an educational opportunity, and provided that such benefits may be provided to men where it is deemed appropriate, in the discretion of the Trustees, in the course of advancing the overall Objects of the Charity

in the Articles of Association to

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In order to clarify the purpose of the charity to the Charities commission.

Signed

Director Trustee and Secretary

## THE COMPANIES ACT 2006

### COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

#### ARTICLES OF ASSOCIATION OF DRESS FOR SUCCESS LEEDS

1 Name

The Company's name is Dress for Success Leeds (and in these Articles it is called the "Charity")

2 Interpretation

(a) In these articles

"AGM" means an annual general meeting of the Charity

"Articles" means these Articles of Association of the Charity

"Chairman" means the chairman of the Trustees

"Charities Act" means the Charities Act 1993 and the Charities Act 2006

"Charity" means the company intended to be regulated by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act

"clear day" means in relation to any event, a period of 24 hours from midnight following the occurrence of such event

"Commission" means the Charity Commission for England and Wales

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

"connected person" means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, and firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital

"custodian" means a person or body who undertakes safe custody of assets or documents or records relating to them

"EGM" means and extraordinary general meeting of the Charity

"executed" includes any mode of execution

"financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000

"firm" includes a limited liability partnership

"indemnity insurance" means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach

of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or duty

**"informal membership"** means a supporter who may be called a 'member' but is not a company member of the Charity

**"material benefit"** means a benefit which may not be financial but has a monetary value

**"member"** and **"membership"** refer to company membership of the Charity

**"month"** means a calendar month

**"nominee company"** means a corporate body registered or having an established place of business in England and Wales

**"Objects"** means the Objects of the Charity as defined in section 5

**"office"** means the registered office of the Charity

**"seal"** means the common seal of the Charity if it has one.

**"Secretary"** means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary

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

**"Trustees"** means the directors of the Charity (and **"Trustee"** has a corresponding meaning)

**"United Kingdom"** means Great Britain and Northern Ireland

**"written"** or **"in writing"** refers to a legible document on paper, including a fax message or printable document in electronic form

**"year"** means a calendar year

- (b) Words importing the masculine gender only shall include the feminine gender
- (c) Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act
- (d) 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

### 3 Limited Liability

The liability of the members of the Charity is limited

### 4 Guarantee

Every member of the Charity promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member

### 5 Objects

## The Charity's objects (the "Objects")

For the public benefit to relieve financial hardship and unemployment for women, and also from time to time men, living in England and Wales in such ways as may be thought fit, including (but without limiting the generality of the foregoing) by

- providing work-appropriate clothing for individuals seeking employment and/or educational opportunities,
- providing job-seeking advice, training and education, and
- providing support services for those who successfully procure employment or an educational opportunity

## 6 Powers

In furtherance of the Objects but not otherwise the Charity may exercise the following powers

- (a) to promote or carry out research,
- (b) to provide advice,
- (c) to publish or distribute information,
- (d) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity,
- (e) to raise funds (otherwise than by undertaking a substantial permanent trading activity) and to invite and receive contributions,
- (f) to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act),
- (g) to acquire, hire, alter, improve and (only in accordance with the restrictions imposed by the Charities Act) to charge, let or dispose of property and any rights or privileges or any kind over or in respect of any property,
- (h) to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trademarks, patents, copyrights, trade secrets or other intellectual property rights, licenses, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to grant licenses or privileges in respect of the same,
- (i) to make grants or loans of money and to give guarantees,
- (j) to set aside funds for special purposes or as reserves against future expenditure,
- (k) to deposit or invest in funds in any manner (but to invest only after obtaining oral advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- (l) to delegate the management of investments to a financial expert, but only on terms that
  - (1) the investment policy is set down in writing for the financial expert by the Trustees,

- (2) every transaction is reported promptly to the Trustees,
  - (3) the performance of the investments is reviewed regularly with the Trustees,
  - (4) the Trustees are entitled to cancel the delegation arrangement at any time,
  - (5) the investment policy and the delegation arrangement are reviewed at least once per calendar year,
  - (6) all payments due to the financial expert are on a scale of and a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
  - (7) the financial expert must not do anything outside the power of the Trustees,
- (m) to arrange for investments or other property of the Charity to be held in the name of a nominee company registered or having an established place of business in England and Wales acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required,
  - (n) 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,
  - (o) subject to section 7 below, to employ such paid or unpaid agents, staff or advisers as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants,
  - (p) to establish, administer or support other charities, charitable trusts, associations or institutions formed for the furtherance of all or any of the Objects,
  - (q) to co-operate with other bodies or entities in furtherance of the Objects and to exchange information and advice with them,
  - (r) to co-operate with the government of England and Wales or any other nation, or any political subdivision thereof, and any agency, authority, instrumentality, regulatory body, court or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any supra-national bodies such as the European Union), in each case in furtherance of the Objects, and to exchange information and advice with them,
  - (s) to pay the costs, charges and expenses of and incidental to the formation, registration and maintenance of existence of the Charity,
  - (t) to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
  - (u) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
  - (v) to enter into contracts to provide services to or on behalf of other bodies or entities,
  - (w) to establish or acquire subsidiary companies to assist or act as agents for the Charity, and

- (x) to do anything else within the law which promotes or helps to promote the Objects

7

Benefits to Members and Trustees

- (a) The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, provided that nothing in this document shall prevent
- (1) payment by the Charity of interest on money lent by any member of the Charity or Trustee at a reasonable rate, or
  - (2) payment by the Charity of a reasonable rent or hiring fee for property or equipment let or hired to the Charity by any member of the Charity or Trustee
- (b) A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- (1) as mentioned in sections 6(t) (*indemnity insurance*), 7(a)(1) (*interest*), 7(a)(2) (*rent*) or 7(c) (*contractual payments*),
  - (2) to any Trustee of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity,
  - (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of successful defence to criminal proceedings),
  - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding, and
  - (5) in exceptional cases, other payments or benefits (but only with the prior written approval of the Commission)
- (c) A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if
- (1) the goods or services are actually required by the Charity,
  - (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods and services and will be set at a meeting of the Trustees in accordance with the procedure in section 7(d), and
  - (3) no more than half of the Trustees are interested in such a contract in any financial year of the Charity

For purposes of these Articles, "**connected person**" means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any firm of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital

- (d) Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must

- (1) declare an interest before the meeting or at the meeting before discussion begins on the matter;
- (2) be absent from the meeting for that item unless expressly invited to remain in order to provide information,
- (3) *not be counted in the quorum for that part of the meeting, and*
- (4) be absent during the vote and have no vote on the matter

This section 7 may not be amended without the prior written consent of the Commission

8

## Members

- (a) The Charity must maintain a register of members
- (b) Each person who is elected or appointed as a Trustee shall, automatically upon effectiveness of such election or appointment and for so long as such person remains a Trustee, be a member of the Charity
- (c) In addition, such other persons or organisations as are eligible for membership in accordance with rules and/or bylaws made under section 24 shall become members of the Charity upon
  - (i) application to the Charity in accordance with rules and/or bylaws made under section 24,
  - (ii) approval by the Trustees, and
  - (iii) signing the register of members or consenting in writing to become a member either personally or (in the case of an organisation) through an authorised representative
- (d) The Trustees may adopt one or more rules and/or bylaws under section 24 to establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions
- (e) *Membership is terminated if the member concerned*
  - (i) unless the Trustees or the Charity in a general meeting shall make other provision under section 24, gives written notice of resignation to the Charity,
  - (ii) dies or (in the case of an organisation) ceases to exist,
  - (iii) is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due),
  - (iv) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in light of any written representations which the member concerned puts forward within 14 clear days after receiving notice, or
  - (v) in the case of a Trustee, unless otherwise approved by resolution of the remaining Trustees, ceases (whether by resignation, removal or otherwise) to be a Trustee

General Meetings

- (a) Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting.
- (b) The Charity shall hold an AGM at such intervals as shall be agreed by the members in a general meeting. Unless otherwise required by the members pursuant to a resolution adopted at a general meeting or by applicable law, the Charity shall not be required to hold an AGM. Any meeting constituting an AGM shall be designated as such in the notice calling it.
- (c) General meetings shall be held at such times and places as the Trustees shall appoint. Any general meeting which is not an AGM is an EGM.
- (d) An EGM may be called by the Trustees at any time and must be called within 28 clear days on a written request from at least 25 per cent in number of the members entitled to attend and vote. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

Notice of General Meetings

- (a) An AGM and an EGM called for the passing of a special resolution appointing a person as a Trustee shall be called by at least 21 clear days' notice. All other EGMs shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed.
  - (i) in the case of an AGM, by all the members entitled to attend and vote, and
  - (ii) in the case of any other general meeting by members constituting a majority in number, and holding not less than 75 per cent of the total voting rights, of all members entitled to attend and vote.
- (b) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.
- (c) The notice shall be given to all the members and to the Trustees.

Proceedings at General Meetings

- (a) At an AGM the members
  - (i) receive the accounts of the Charity for the previous financial year,
  - (ii) receive the Trustees' report on the Charity's activities since the previous AGM,
  - (iii) accept the retirement of those Trustees who wish to retire or who are retiring by rotation,
  - (iv) elect Trustees to fill the vacancies existing or arising as a result of retirements accepted at the meeting,
  - (v) appoint auditors for the Charity if and as required,
  - (vi) may confer on any individual (with his or her consent) the honorary title of Patron of the Charity, and



- (vii) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees
- (b) No business shall be transacted at any general meeting unless a quorum is present. There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least two, or 10 per cent of the members entitled to attend and vote if greater.
- (c) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
- (d) The Chairman, if any, of the Trustees (or if the Chairman is unable or unwilling to do so) some other Trustee nominated by the Trustees shall preside at a general meeting, but if neither the Chairman nor such other Trustee (if any) be present and willing to act within fifteen minutes after the time appointed for holding the general meeting, the Trustees present shall elect one of their number to preside at the meeting.
- (e) If no Trustee is willing to preside at a general meeting, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to preside at the meeting.
- (f) The Chairman may, with the consent of the members approved at a general meeting at which a quorum is present (and shall if so directed by such members), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- (g) A resolution put to the vote of the members at a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded
- (i) by the Chairman, or
  - (ii) by at least two members having the right to vote at the meeting, or
  - (iii) by a member or members representing not less than 10 per cent of the total voting rights of all the members having the right to vote at the meeting.
- (h) Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the general meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (i) The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- (j) A poll shall be taken as the Chairman directs and the Chairman may appoint scrutinisers (who need not be members) and 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 members approved at the general meeting at which the poll is demanded.

- (k) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote the Chairman may have.
- (l) A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a general meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (m) No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the general meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## 12 Votes of Members

- (a) Subject to section 11(k) and to any rules and/or bylaws adopted by the Trustees in accordance with section 24, every member present in person or through an authorised representative or by proxy shall have one vote on each issue.
- (b) No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- (c) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
- (d) A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of such termination was received by the Charity at its office before the commencement of the general meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- (e) Any organisation which is a voting member of the Charity may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the represented organisation as the organisation could exercise if it were an individual member of the Charity.
- (f) A written resolution signed by such number of members as would have been required to approve such resolution at a general meeting at which a quorum was present is as valid as a resolution actually passed at a general meeting. For this purpose a written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

13 Trustees

- (a) The Trustees as charity trustees have control of the Charity and its property and funds
- (b) The Trustees when complete shall consist of at least three individuals
- (c) Unless otherwise determined by ordinary resolution of the members, the number of trustees shall not be subject to any maximum

14 Appointment of Trustees

- (a) No individual may be appointed as a Trustee
  - (i) unless he or she has attained the age of 18 years, or
  - (ii) in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 9
- (b) The members may by ordinary resolution at a general meeting appoint an individual who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire
- (c) The Trustees may appoint an individual who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee, *provided* that the appointment does not cause the number of Trustees to exceed any maximum number of Trustees fixed by the members. The period of office of any Trustee so appointed may be for a fixed period or of indefinite time (subject always to the provisions of section 15 below)
- (d) A Trustee retiring in accordance with section 15(a) below who remains qualified may be reappointed for an additional term of office, *provided* that no individual shall be permitted to remain a Trustee of the Charity for more than nine consecutive years. An individual who previously served as a Trustee but who was disqualified from continuing in such position by virtue of the immediately preceding proviso may, assuming he or she remains qualified, be reappointed as a Trustee at any time following the first anniversary of his or her retirement
- (e) Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees
- (f) A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

15 Disqualification, Retirement and Removal of Trustees

- (a) Each Trustee must retire at the earlier of the general meeting or Trustees meeting next succeeding the third anniversary of his or her election or appointment as a Trustee, *provided* that in order to provide for an orderly transition and ongoing operation of the Charity following effectiveness of these Articles, each Trustee holding office as of the effective date of these Articles shall be deemed to have been first elected or appointed as a Trustee on the third anniversary of the actual date of such election or appointment
- (b) A Trustee shall cease to hold office if he or she

- (i) ceases to be a Trustee by virtue of any provision in the Companies Act or is disqualified from acting as a charity trustee by the Charities Act,
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (iii) resigns his or her office by notice to the Trustees (but only if at least two Trustees will remain in office when the notice of resignation is to take effect),
- (iv) is absent without the permission of the Trustees from 3 consecutive meetings of the Trustees,
- (v) ceases to be a member (but such person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM),
- (vi) is removed by a resolution of a majority of the remaining Trustees at a meeting of which at least 14 clear days' notice in writing indicating the intention to propose such resolution shall have been given, or
- (vii) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in light of any such views

16

Proceedings of trustees

- (a) The Trustees must hold at least 4 meetings each year
- (b) Subject to the provisions of these Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom
- (c) The quorum for the transaction of the business of the Trustees shall be one third of the Trustees then in office or two trustees, whichever is the greater, or such greater number as may be fixed by the Trustees pursuant to rules and/or bylaws adopted in accordance with section 24
- (d) A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants
- (e) The Trustees may, once every two years or otherwise from time to time as they see fit, appoint one of their number to be the Chairman and may at any time remove him or her from that office
- (f) The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- (g) The Chairman or (if the Chairman is unable or unwilling to do so or is not present within five minutes after the time appointed for the meeting) some other Trustee chosen by the Trustees present shall preside at each meeting of Trustees
- (h) Except for the chairman of a meeting, who has a second or casting vote in accordance with paragraph (i) below, every Trustee has one vote on each issue

- (i) Questions arising at a meeting of the Trustees shall be decided by a simple majority of the votes cast. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- (j) The Trustees may appoint one or more committees consisting of two or more individuals appointed by them for the purpose of performing any function of the Trustees, *provided* that at least two members of every committee must be Trustees and all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.
- (k) All acts done by a meeting of Trustees, or of a committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- (l) A resolution in writing, signed by such number of Trustees as would have been required to approve such resolution at a meeting of the Trustees or (as the case may be) a committee at which a quorum was present, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees or committee members.
- (m) Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. The Trustees shall establish such policies and procedures for the issuance of cheques and orders for the payment of money from each such account as they shall, in their discretion, deem prudent.

17 Powers of trustees

- (a) Subject to the provisions of the Companies Act, these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this section 17 shall not be limited by any special power given to the Trustees by these Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- (b) In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles, the Trustees shall have the following powers, namely to
  - (i) appoint (and remove) any member (who may be a Trustee) to act as Secretary in accordance with section 19 and the Companies Act,
  - (ii) appoint a Chairman, Treasurer and other honorary officers from among their number,
  - (iii) delegate any of their functions to committees in accordance with section 16(j) above,
  - (iv) make standing orders, rules and regulations consistent with these Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any),
  - (v) make rules and/or bylaws in accordance with section 24,

- (vi) establish procedures to assist the resolution of disputes or differences within the Charity,
- (vii) expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects,
- (viii) enter into contracts on behalf of the Charity, and
- (ix) exercise any powers of the Charity which are not expressly reserved to a general meeting

18 Trustees' Expenses and Remuneration

- (a) The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration
- (b) Except to the extent permitted by section 7, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party

19 Secretary

*Unless otherwise required by the Companies Act, the members may at any time decide that the Charity need not have a Secretary. Absent such a decision and subject to the provisions of the Companies Act, the Secretary shall be appointed by the trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any secretary so appointed by the Trustees may be removed by them with or without cause*

20 Records and Accounts

- (a) The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
  - (i) annual returns,
  - (ii) annual reports, and
  - (iii) annual statements of account
- (b) The Trustees must keep proper records of
  - (i) all proceedings at general meetings,
  - (ii) all proceedings at meetings of the Trustees,
  - (iii) all reports of committees, and
  - (iv) all professional advice obtained
- (c) Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- (d) A copy of the Charity's latest annual statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs

21 The Seal

The seal shall only be used by the authority of the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if there is one) or by a second Trustee

22 Notices

- (a) Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing
- (b) Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity
- (c) The only address at which a member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of members. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity
- (d) Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (i) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
  - (ii) two clear days after being sent by first class post to the address,
  - (iii) three clear days after being sent by second class or overseas post to that address,
  - (iv) on the date of publication of a newspaper containing the notice,
  - (v) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier,
  - (vi) as soon as the member acknowledges actual receipt
- (e) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called
- (f) A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

23 Indemnity

Subject to the provisions of the Companies Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him, her or it in that capacity in defending any proceedings, whether civil or criminal, in

which judgement is given in his, her or its favour or in which he, she or it is acquitted or in connection with any application in which relief is granted to him, her or it by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity

24 Rules and Bylaws

- (a) The Trustees may from time to time make such rules or bylaws as they may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bylaws regulate
  - (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
  - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants,
  - (iii) 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,
  - (iv) the procedure at general meetings and meetings of the Trustees and committees in so far as such procedure is not regulated by the Articles,
  - (v) generally, all such matters as are commonly the subject matter of company rules and bylaws
- (b) The members in a general meeting shall have power to alter, add to or repeal the rules or bylaws, and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bylaws, which shall be binding on all members of the Charity, *provided* that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in these Articles

25 Dissolution

- (a) If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways
  - (1) by transfer to one or more of the bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
  - (2) directly for the Objects or for charitable purposes which are within or similar to the Objects, or
  - (3) in such other manner consistent with charitable status as the Commission approves in writing in advance
- (b) A final report and statement of account must be sent to the Commission