

Company number: 12275770

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

THE NATIONAL ACADEMY FOR SOCIAL PRESCRIBING LIMITED
(the "Company")

Circulated on

14 February 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company propose the following resolution of the Company as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Please read the Notes overleaf before signifying your agreement to the Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the eligible members of the Company who would have been entitled to vote on the Resolution on the Circulation Date stated above hereby irrevocably agree to the Resolution.

WEDNESDAY



A9048N0J

A03


04/03/2020

#153

COMPANIES HOUSE

SIGNED

Jonathan Badyal


.....
24 / 02 / 2020 (Signature)
.....
(Date)

SIGNED

Tanni Grey-Thompson

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(Signature)
.....
(Date)

SIGNED

Phoebe Hitchcox

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(Signature)
.....
(Date)

SIGNED

Helen Stokes-Lampard

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(Signature)
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(Date)

SIGNED

Jonathan Badyal

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(Signature)

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(Date)

SIGNED

Tanni Grey-Thompson

Tanni Grey-Thompson
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(Signature)

25.2.2020
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(Date)

SIGNED.

Phoebe Hitchcox

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(Signature)

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(Date)

SIGNED

Helen Stokes-Lampard

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(Signature)

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(Date)

SIGNED

Jonathan Badyal

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(Signature)

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(Date)

SIGNED

Tanni Grey-Thompson

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(Signature)

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(Date)

SIGNED.

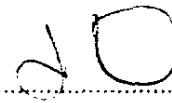
Phoebe Hitchcox

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(Signature)

.....
(Date)

SIGNED

Helen Stokes-Lampard



.....
(Signature)

18/02/2020

.....
(Date)

NOTES:

1. If you agree with the resolution, please sign and date this document and return it to the Company by delivering the signed copy to the Company's solicitors addressed to Vicki Milner at DAC Beachcroft LLP, Portwall Place, Portwall Lane, Bristol, BS1 6NA by no later than 5.00pm on the date 28 days after the Circulation Date stated overleaf. You may not return the Resolution to the Company by any other method.
2. If you do not agree with the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. The Resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the circulation date set out above. If you agree to the resolution, please ensure that your agreement reaches us before that date.
5. The Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a special resolution is eligible members representing 75% or more of the total voting rights.
6. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
7. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.



National Academy for Social Prescribing

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE NATIONAL ACADEMY FOR SOCIAL PRESCRIBING

COMPANY NOT HAVING A SHARE CAPITAL

1. INTERPRETATION

1.1 In these articles the following definitions apply:

address	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity
articles	means the charity's articles of association
charity	means the company intended to be regulated by the articles
clear days	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• the day when the notice is given or deemed to be given; and• the day for which it is given or on which it is to take effect
Commission	Charity Commission for England and Wales
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity
connected person	means: <ul style="list-style-type: none">(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 (a) above;(c) a person carrying on business in partnership with the director or with any person falling within (a) or (b) above;(d) an institution which is controlled:

	<p>(i) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or</p> <p>(ii) by two or more persons falling within sub-clause 4(a), when taken together</p> <p>(e) a body corporate in which:</p> <p>(i) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or</p> <p>(ii) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.</p> <p>(Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article</p>
directors	means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011
document	includes, unless otherwise specified, any document sent or supplied in electronic form
electronic form	has the meaning given in section 1168 of the Companies Act 2006
Link worker	a link worker connects people to community groups and statutory services for practical and emotional support, based on what matters to the person as identified through shared decision making and personalised care and support planning
memorandum	means the charity's memorandum of association; 'officers' includes the directors and the secretary (if any)
NDPB	means a "non-departmental public body", which is a body that has a role in the processes of national government, but is not a government department or part of a government department, and which accordingly operates at arm's length from ministers
secretary	means any person appointed to perform the duties of the secretary of the charity
social prescribing	means the model of care that empowers people to take control of and improve their health and wellbeing usually (but not

	exclusively) through referral to non-medical link workers who give time, focus on what matters to the person as identified through shared decision making and personalised care and support planning, and take a holistic approach, connecting people to community groups and statutory services for practical and emotional support
unconnected-director	means a director who has not, within the past 5 years, been employed by any connected person
United Kingdom	Great Britain and Northern Ireland

- 1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- 1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. **LIABILITY OF MEMBERS**

- 2.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- 2.1.1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- 2.1.2 payment of the costs, charges and expenses of winding up; and
- 2.1.3 adjustment of the rights of the contributories among themselves.

3. **OBJECTS**

- 3.1 The charity is established for charitable objects and purposes only.
- 3.2 The charity's objects are restricted specifically, in each case, only for the public benefit to the advancement of health and wellbeing and the advancement of education for the benefit of the public by the promotion and development of social prescribing in England, which shall include the following:
- 3.2.1 raising awareness of social prescribing and the opportunities presented with the public, clinicians and across the health sector and beyond;
- 3.2.2 exploring and developing funding models for social prescribing and community-based activities;
- 3.2.3 promoting education, training and best practice across all relevant sectors;
- 3.2.4 promoting cross-sector collaboration and leadership; and
- 3.2.5 promotion and carrying out of research (directly or indirectly) into social prescribing.

- 3.3 Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

4. POWERS

- 4.1 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
- 4.1.1 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - 4.1.4 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - 4.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 4.1.9 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 it complies with the conditions in that article;
 - 4.1.10 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - 4.1.11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
 - 4.1.12 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

5. APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 5.2 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- 5.3 A director
 - 5.3.1 may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - 5.3.2 may receive an indemnity from the charity in the circumstances specified in article 25.
 - 5.3.3 may not receive any other benefit or payment unless it is authorised by article 6.
- 5.4 Subject to article 6, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
 - 5.4.1 a benefit from the charity in the capacity of a beneficiary of the charity;
 - 5.4.2 reasonable and proper remuneration for any goods or services supplied to the charity.

6. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

6.1 General provisions

No director or connected person may:

- 6.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the charity;
- 6.1.3 be employed by, or receive any remuneration from, the charity;
- 6.1.4 receive any other financial benefit from the charity;

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

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

6.2 Scope and powers permitting directors' or connected persons' benefits

- 6.2.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- 6.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

- 6.2.3 Subject to article 6.3 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 6.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate). A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the 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.
- 6.2.5 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- 6.3 Payment for supply of goods only – controls
 - 6.3.1 The charity and its directors may only rely upon the authority provided by article 6.2.3 if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying 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 or her or it 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.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.
- 6.4 In articles 6.2 and 6.3:
 - 6.4.1 'charity' includes any company in which the charity:
 - (a) holds more than 50% of the shares; or
 - (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.

6.4.2 'connected person' includes any person within the definition in article 1 'Interpretation'.

7. DECLARATION OF DIRECTORS' INTERESTS

- 7.1 Directors must, on appointment, and as required thereafter, declare any ongoing actual or potential conflicts of interest.
- 7.2 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.
- 7.3 A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- 7.4 Directors are required to comply with the charity's conflict of interest policy at all times.

8. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

- 8.1 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:
 - 8.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 8.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - 8.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 8.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

9. MEMBERS

- 9.1 The directors from time to time shall be the only members. A director shall become a member on becoming a director.
- 9.2 The charity shall maintain a register of members and any person ceasing to be a member shall be removed from the register.
- 9.3 Membership is not transferable.

10. TERMINATION OF MEMBERSHIP

- 10.1 A member shall cease to be a member if they:
 - 10.1.1 Cease to be a director; or
 - 10.1.2 Die.

11. GENERAL MEETINGS

- 11.1 The directors may call a general meeting at any time and such a meeting shall be held in accordance with the Companies Acts.
- 11.2 No business shall be transacted at any general meeting unless a quorum is present. A quorum is two members who are present and who are entitled to vote on the business to be conducted at the meeting. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 11.3 The chair of directors shall chair general meetings of the charity or, if they are absent, the vice-chair of directors shall act as chair. If neither the chair nor the vice-chair of directors is present within 15 minutes of the time appointed for the meeting, a director elected by the directors present shall chair the meeting.
- 11.4 A vote on a resolution proposed 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.
- 11.5 On a show of hands or on a poll, every member, whether an individual or an organisation, shall have one vote.
- 11.6 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 11.7 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 11.8 The proceedings at a general 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.

12. WRITTEN RESOLUTIONS

- 12.1 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:
 - 12.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 12.1.2 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
 - 12.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 12.2 Any resolution of the members for which the Companies Acts does not specify whether it is to be passed as an ordinary resolution or as a special resolution, shall be passed as an ordinary resolution.
- 12.3 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 12.4 A members' resolution under the Companies Acts removing a director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 12.5 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.

- 12.6 The members may require the charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Companies Act 2006.

13. DIRECTORS

- 13.1 A director must be a natural person aged 16 years or older.
- 13.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 17.
- 13.3 The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum, provided always that there is a majority of unconnected-directors.
- 13.4 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 13.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

14. POWERS OF DIRECTORS

- 14.1 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 Companies Acts, the articles or any special resolution.
- 14.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 14.3 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.

15. RETIREMENT OF DIRECTORS

- 15.1 Directors shall be appointed for a term of three years, at the end of which they shall retire.
- 15.2 Subject to article 15.3, a director shall be eligible for reappointment by the directors for up to a further two terms, each of three years.
- 15.3 No director shall serve for more than nine consecutive years, unless the directors consider it would be in the best interests of the charity for a particular director to continue to serve beyond that period and that director is reappointed in accordance with the articles. Where a director is appointed for a further period, in exceptional circumstances, pursuant to this article 15.3, such appointment shall be for no longer than one year, after which the director will retire unless further one year periods are agreed by exception on an annual basis.

16. APPOINTMENT OF DIRECTORS

- 16.1 The charity may, subject to this article 16, by ordinary resolution appoint a person who is willing to act to be a director.
- 16.2 Apart from the first directors, no director will be appointed unless recommended to the Board by the Nominations Committee
- 16.3 The first directors will determine the process for appointing the members of the Nominations Committee.
- 16.4 The Nominations Committee may be remunerated for their time at a fair market value rate, as determined by the directors from time to time, plus reasonable expenses.

16.5 No person may be a director whilst also appointed to the Nominations Committee.

17. DISQUALIFICATION AND REMOVAL OF DIRECTORS

17.1 A director shall cease to hold office if he or she:

- 17.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 17.1.2 is elected to any local authority or national parliament;
- 17.1.3 is currently employed by or within the last 2 years has been employed by any department or agency of HM Government (excluding, for the avoidance of doubt, employment by an NDPB);
- 17.1.4 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 17.1.5 ceases to be a member of the charity;
- 17.1.6 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;
- 17.1.7 fails to comply with the charity's conflicts of interest policy;
- 17.1.8 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); or
- 17.1.9 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

18. REMUNERATION OF DIRECTORS

18.1 The directors must not be paid any remuneration unless it is authorised by article 6.

19. PROCEEDINGS OF DIRECTORS

- 19.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 19.2 Any director may call a meeting of the directors.
- 19.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 19.4 Questions arising at a meeting shall be decided by a majority of votes.
- 19.5 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 19.6 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 19.7 The quorum shall be two 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.

- 19.8 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 19.9 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.10 The directors shall appoint an unconnected-director to chair their meetings and may at any time revoke such appointment.
- 19.11 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting, provided that such chair is an unconnected-director.
- 19.12 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 or her by the directors.
- 19.13 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 19.14 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

20. DELEGATION

- 20.1 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.
- 20.2 The directors may delegate the implementation of their decisions or day-to-day management of the affairs of the charity to any person or committee.
- 20.3 The directors may impose conditions when delegating, including the conditions that:
 - 20.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 20.3.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 20.4 Persons who are not directors may be appointed as members of a committee, subject to the approval of the directors.
- 20.5 Every committee shall act in accordance with the conditions on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 20.6 The directors may revoke or alter a delegation.
- 20.7 All acts and proceedings of any committees must be fully and promptly reported to the directors.

21. VALIDITY OF DIRECTORS' DECISIONS

- 21.1 Subject to article 21.2, 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:
 - 21.1.1 who was disqualified from holding office;

21.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

21.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

21.1.4 the vote of that director; and

21.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

21.2 Article 21.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 21.1, the resolution would have been void, or if the director has not complied with article 7.

22. MINUTES

22.1 The directors must keep minutes of all:

22.1.1 appointments of officers made by the directors;

22.1.2 proceedings at meetings of the charity;

22.1.3 meetings of the directors and committees of directors including:

(a) the names of the directors present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

23. RECORDS AND ACCOUNTS

23.1 The directors shall comply with the requirements of the Companies Acts and the Charities Act 2011 as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

23.1.1 annual reports;

23.1.2 annual returns; and

23.1.3 annual statements of account.

23.2 Accounting records relating to the charity must be made available for inspection by any directors at any reasonable time during normal office hours.

23.3 A copy of the charity's latest available statement of account shall be supplied on request to any director or member, or to any other person who makes a written request and pays the charity's reasonable costs of fulfilling the request, within two months of such request.

23.4 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

24. MEANS OF COMMUNICATION TO BE USED

24.1 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.

- 24.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions 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.
- 24.3 Any notice to be given to or by any person pursuant to the articles:
- 24.3.1 must be in writing; or
 - 24.3.2 must be given in electronic form.
- 24.4 The charity may give any notice to a member either:
- 24.4.1 personally; or
 - 24.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 24.4.3 by leaving it at the address of the member; or
 - 24.4.4 by giving it in electronic form to the member's address.
 - 24.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 24.5 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 24.6 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 24.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 24.8 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.
- 24.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 24.9.1 48 hours after the envelope containing it was posted; or
 - 24.9.2 in the case of an electronic form of communication, 48 hours after it was sent

25. **INDEMNITY**

- 25.1 The charity may indemnify:
- 25.1.1 a relevant director against any liability incurred in that capacity; and
 - 25.1.2 every other officer or former officer of the charity may be indemnified out of the assets of the charity in relation to any liability they incur in that capacity,
- to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 25.2 In this article a 'relevant director' means any director or former director of the charity.

26. **DISSOLUTION**

- 26.1 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:
 - 26.1.1 directly for the Objects; or
 - 26.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 26.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 26.2 Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - 26.2.1 directly for the Objects; or
 - 26.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 26.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 26.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 26.1 is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.