

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

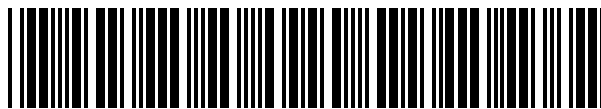
Company Number **13395013**

The Registrar of Companies for England and Wales, hereby certifies that

**SIGNPOSTED CYMRU LTD**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Wales

Given at Companies House, Cardiff, on **13th May 2021**



\*N13395013C\*



**Companies House**



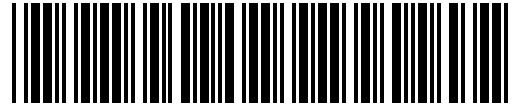
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **12/05/2021**

XA4DAPHL

*Company Name in full:*

**SIGNPOSTED CYMRU LTD**

*Company Type:*

**Private company limited by guarantee**

*Situation of Registered Office:*

**Wales**

*Proposed Registered Office Address:*

**5 PENDARREN STREET  
ABERDARE  
WALES CF44 7PE**

*Sic Codes:*

**87200  
86900  
93130**

*Company Director*      *1*

*The subscribers confirm that the person named has consented to act as a director.*

## *Company Director*      2

*Type:*                                      **Person**

*Full Forename(s):*                      **MR MARK**

*Surname:*                                **JONES**

*Former Names:*

*Service Address:*                      **7 CORNWALL ROAD  
NEWPORT  
WALES NP19 7SR**

*Country/State Usually  
Resident:*                                **WALES**

*Date of Birth:*      **\*\*/10/1965**                      *Nationality:*      **BRITISH**

*Occupation:*      **MANAGING DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

*Company Director* 3

Type:	Person
Full Forename(s):	MRS TERRIE JEAN
Surname:	WILLIAMS
Former Names:	
Service Address:	6 VICARAGE ROAD PORTH WALES CF39 0NG
Country/State Usually Resident:	WALES

*Date of Birth:* **\*\*/07/1978** *Nationality:* **BRITISH**  
*Occupation:* **BANK MANAGER**

*The subscribers confirm that the person named has consented to act as a director.*

*Company Director* 4

*Type:* **Person**

*Full Forename(s):* **MR CRAIG**

Surname: **SELDON**

*Former Names:*

*Service Address:* **23 KING STREET  
CWMDARE  
ABERDARE  
WALES CF44 8TR**

Country/State Usually Resident: **WALES**

*Date of Birth:*    **\*\*/09/1986**                      *Nationality:*        **WELSH**

*Occupation:* **BUSINESS DEVELOPMENT MANAGER**

*The subscribers confirm that the person named has consented to act as a director.*

## *Company Director*      5

*Type:*                                      **Person**

*Full Forename(s):*                      **MR DAVID**

*Surname:*                                **GOOCH**

*Former Names:*

*Service Address:*                      **44 ST. MATTHEWS AVENUE  
LIVERPOOL  
ENGLAND L21 5JT**

*Country/State Usually  
Resident:*                                **ENGLAND**

*Date of Birth:*      **\*\*/05/1961**                      *Nationality:*      **BRITISH**

*Occupation:*      **DIRECTOR**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## *Statement of Guarantee*

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:* **LAURA DAVIES**

*Address* **3 DOYLE AVENUE  
CARDIFF  
WALES  
CF5 3HS**

*Amount Guaranteed* **1**

*Name:* **MARK JONES**

*Address* **7 CORNWALL ROAD  
NEWPORT  
WALES  
NP19 7SR**

*Amount Guaranteed* **1**

*Name:* **TERRIE WILLIAMS**

*Address* **6 VICARAGE ROAD  
PORTH  
WALES  
CF39 0NG**

*Amount Guaranteed* **1**

*Name:* **CRAIG SELDON**

*Address* **23 KING STREET  
CWMDARE  
ABERDARE  
WALES  
CF44 8TR**

*Amount Guaranteed* **1**

*Name:* **DAVID GOOCH**

*Address* **44 ST. MATTHEWS AVENUE  
LIVERPOOL  
ENGLAND  
L21 5JT**

*Amount Guaranteed*      **1**

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*memorandum delivered by an agent for the subscriber(s):* **YES**

*Agent's Name:* **WALES COOPERATIVE CENTRE**

*Agent's Address:* **13 Y BORTH WCC 13 Y BORTH  
BEDDAU WAY  
CAERPHILLY  
WALES  
CF83 2AX**

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## ***Authorisation***

*Authoriser Designation:* **agent** *Authenticated* **YES**

*Agent's Name:* **WALES COOPERATIVE CENTRE**

*Agent's Address:* **13 Y BORTH WCC 13 Y BORTH  
BEDDAU WAY  
CAERPHILLY  
WALES  
CF83 2AX**

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# COMPANY NOT HAVING A SHARE CAPITAL

## Memorandum of Association of SIGNPOSTED CYMRU LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
LAURA DAVIES	Authenticated Electronically
MARK JONES	Authenticated Electronically
TERRIE WILLIAMS	Authenticated Electronically
CRAIG SELDON	Authenticated Electronically
DAVID GOOCH	Authenticated Electronically

Dated: 12/05/2021

Company Number \_\_\_\_\_

**THE COMPANIES ACT 2006**

A PRIVATE

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

[Signposted Cymru Ltd]

Incorporated the \_\_\_\_\_ day of \_\_\_\_\_

## THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION OF

**[Signposted Cymru Ltd]**

### PRELIMINARY

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

### INTERPRETATION

2. In these Articles:-
  - "the Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
  - "the area" means Wales.
  - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
  - "the articles" means the charity's articles of association.
  - "the Charity" means the company intended to be regulated by the articles.
  - "Employee" means a person who is employed by the Charity.
  - "executed" includes any mode of execution.
  - "the commission" means the Charity Commission for England and Wales.
  - "the Directors" means the directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011.
  - "the 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.
  - The singular shall include the plural and vice versa.

3. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Charity.

#### NAME OF THE CHARITY

4. The company's name is **[Signposted Cymru Ltd]** and in this document shall be called the "Charity".

#### OBJECTS

5. The objects of the Charity are specifically restricted to the following:
  - a. The relief of the physical and mental ill health of persons in need by providing support, activities and projects including but not limited to the provision of counselling and support.
  - b. The prevention or relief of poverty or financial hardship anywhere in the world by providing or assisting in the provision of education, training, healthcare projects and all the necessary support designed to enable individuals to become interdependent and self-sufficient citizens.
  - c. To provide or assist in the provision of facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity, mental health or disability, financial hardship or social circumstances with the object of improving their conditions of life.

and in carrying out these objects the Charity shall act in accordance with the sustainable development principle and aim at achieving the well-being goals, as defined by the Well-being of Future Generations (Wales) Act 2015.

#### POWERS

6. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - a. to draw, make, accept, endorse, discount, execute and issue promisory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the charity;
  - b. to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property; In exercising this power, the

charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

- d. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- e. subject to clause 7 below to employ such staff, who shall not be a Director of the Charity (hereinafter referred to as "the board of directors"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- f. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- g. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- h. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- i. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- j. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- k. to do all such other lawful things as are necessary for the achievement of the Objects.

## ASSETS OF THE CHARITY

- 7. 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, and no director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity:

Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (i) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;



- (ii) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a director;
- (iii) of interest on money lent by any member of the Charity or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;
- (iv) of fees, remuneration or other benefit in money or money's worth to any charity of which a director may also be a member holding not more than 1% of the issued capital of the charity;
- (v) of reasonable and proper rent for premises let by any member of the Charity or a director;
- (vi) to any director of reasonable out-of-pocket expenses;
- (vii) of premiums for indemnity insurance.

## MEMBERSHIP

8. The first members of the Charity shall be the Subscribers to the Memorandum of Association.
9. The Board of Directors may admit to membership;
  - a. any person who has attained the age of sixteen years and who is in agreement with the objects of the Charity, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; and
  - b. any society, Charity, local authority or unincorporated association which is in agreement with the objects of the Charity.

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article ~~13~~

In admitting members to the Charity, the Board of Directors will seek at all times to ensure that the diversity of the community which the Company serves is recognised and represented in the membership and that equal access is available to all members of the local community, without discrimination

10. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the body corporate or association would exercise if it were an individual person.
11. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting

whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.

12. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Charity, unless the Board decides to waive the subscription in any particular case.

#### **CATEGORIES OF MEMBERSHIP**

13. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:
  - a. "Community Members" shall be members who live work or have an interest within the subject or field of Mental and physical health and wellbeing and supports the aims and objectives of the Charity.
  - b. "Corporate Members" shall be members admitted under Article 9(b).

#### **REGISTER OF MEMBERS**

14. The Charity shall keep a Register of Members containing the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall sign a written consent to become a member. Members shall inform the Secretary of change of address.

#### **CESSATION OF MEMBERSHIP**

15. A member shall cease to be a member immediately that he/she or it.
  - a) ceases to fulfil any of the qualifications for membership as specified by Article 9 and Article 13; or
  - b) resigns in writing to the Secretary and the resignation is accepted by the Board of Directors; or
  - c) is expelled by a Special Resolution carried in accordance with Article 30 at a General Meeting called to consider the matter; or
  - d) dies, if an individual person; or
  - e) Ceases to exist, if a corporate body or association; or
  - f) being an Employee ceases to be an Employee however that may occur.
16. The rights and privileges of a member shall not be transferable and all such rights and privileges shall cease upon the member ceasing to be such.

## GENERAL MEETINGS

17. The Charity shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it providing that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the Charity shall be held within eighteen months of incorporation.
18. The business of an Annual General Meeting shall include:
  - a. The receipt of the reports of the Chairperson and Board of Directors of the Charity;
  - b. the consideration of audited accounts (if any) presented by the Board of Directors;
  - c. the election of the Board of Directors;
  - d. a decision on the application of any profits;
  - e. the appointment and the fixing of the remuneration of the Auditors (if any);

All other business transacted at an Annual General Meeting shall be deemed Special

19. The Board of Directors may, whenever they think fit, convene a General Meeting of the Charity, or the members may convene a General Meeting as provided by section 303 of the Act.

## NOTICES

20. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 30 shall be called by giving at least fourteen clear days' notice. Any other General Meeting shall be called by giving at least fourteen clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained.
21. Notice of every General Meeting shall be given in writing to every member of the Charity and to the Auditors (if any) and shall be given personally or by sending it by post or by electronic communication to them or their registered office or any address given by them for this purpose within the United Kingdom.
22. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of a General Meeting the exact nature of the business to be raised at the meeting shall be specified.
23. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Where notice is

sent by electronic communication, service of the notice shall be deemed to be effected at the expiration of twenty-four hours after it has been sent.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

25. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
26. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. [2] members or if greater, 20% of the membership, entitled to vote for the time being shall be the quorum.
27. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
28. The Chairperson or in their absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be Chairperson.
29. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
30. Decisions at General Meetings shall be made by passing resolutions:
  - a. Decisions involving an alteration to Articles ~~7, 64, 67, 68, 69 and 73~~ and this Article ~~30(a)~~ shall require the unanimous vote of all the members of the Charity present and voting at a General Meeting testified by their signatures as well as the prior written consent of the Charity Commission.
  - b. The decisions involving an alteration to the Articles of Association, other than those specified, and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Charity present and voting at a General Meeting.

- c. All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll, is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:-
    - a) the Chairperson, or
    - b) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
  32. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
  33. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
  34. Votes may be given personally or by proxy appointed by the member.
  35. Each member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chair shall not have a second or casting vote.
  36. Written resolutions of the members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

## **BOARD OF DIRECTORS**

37. The business of the Charity shall be managed by a Board of Directors which shall be accountable to the members.
38. The initial Directors of the Charity shall be appointed by the subscribers to the Memorandum of Association, and shall serve for three years. At the first Annual General Meeting following this period one third of the Directors shall retire and may offer themselves for re-election.

39. At every subsequent Annual General Meeting, one third of the Board of Directors, being those directors longest in office since their last election, will be elected annually by the members at the Annual General Meeting of the Charity. Retiring members shall be eligible for re-election without further nomination, provided that no Director may serve for more than three consecutive terms of office unless they obtain the approval of 75% of the Board of Directors. If there is a choice between retiring directors of equal service it shall be made by drawing lots.
40. Invitations for nominations for the position of Director will be sent to all members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be members of the Charity.
41. Unless otherwise determined by the Charity in General Meeting the number of Directors shall be not less than **[2]** and not more than **[8]**.
42. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a member of the Charity. The Board of Directors may appoint up to three additional Directors having regard to their skills and experience provided that no more than three such co-options shall be made between one Annual General Meeting and the next. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

#### **DECLARATION OF DIRECTORS' INTERESTS**

43. 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. 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).

#### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

44. The Board of Directors may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes.
45. In the case of an equality of votes the Chairperson **[shall not have]** a second or casting vote.
46. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means

agreed by the Directors in which all Directors may communicate with all other Directors.

47. The quorum necessary for the transaction of business of the Board of Directors shall be [2] directors or if greater, 50% of the Board of Directors shall be the quorum.
48. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in (if any) it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Charity, but no other purpose.
49. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
50. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Charity, of the Board of Directors and any sub-committees and of all business transacted at such meetings.
51. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.

#### **POWERS OF THE BOARD OF DIRECTORS**

52. The business of the Charity shall be managed by the Board of Directors who may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by the Act or by these Articles required to be exercised or done by the Charity in General Meeting.
53. No regulation made by the Charity in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
54. The Board of Directors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party.
55. The Board of Directors may delegate any of its powers to sub-committees consisting of such members of the Charity as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
56. The Directors of the Charity may sign on behalf of the Charity any legal documents including leases in any way permitted by the Act.

## DISQUALIFICATION AND REMOVAL OF DIRECTORS

57. The office of a director shall be immediately vacated if he/she
- a. ceases to be a Director by virtue of any provision of the Companies Act or is prohibited by law from being a director; or
  - b. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions); or
  - c. becomes bankrupt or make any arrangement or composition with their creditors generally; or
  - d. is, in the reasonable opinion of the other Directors (acting by a majority), at any time incapable, whether mentally or physically, of managing his or her own affairs; or
  - e. is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a [75%] majority of the Directors present and voting at a properly convened Board Meeting that she/he should be removed provided that the Director concerned has first been given an opportunity to put her/his case and to justify why she/he should not be removed as a Director; or
  - f. resigns their office 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
  - g. shall for more than three consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
  - h. is removed from office by resolution of the Charity in General Meeting, after the meeting has invited the views of the Director concerned and considered the matter in light of such views.

## REMUNERATION OF DIRECTORS

58. Directors may be paid all reasonable travelling, hotel and other expenses incurred by them in connection with their attendance at meetings of Directors, committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

## SECRETARY AND OTHER EXECUTIVE OFFICERS

59. Subject to the provisions of the Act, the Chairperson, Secretary (if any) and other executive officers shall be appointed by the Board of Directors for such term, at such reasonable remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.



## ACCOUNTS

60. The Board of Directors shall cause proper books of account to be kept with respect to:
  - a. All sums of money received and expended by the Charity and the matters in respect of which the receipt and expenditure takes place.
  - b. All sales and purchases of goods and/or services by the Charity, and
  - c. The assets and liabilities of the Charity.
61. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.
62. The books of account shall be kept at the registered office of the Charity or at such other places as the Board of Directors think fit, and shall always be open to the inspection of all members of the Charity upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Charity in General Meeting.
63. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

## APPLICATION OF SURPLUS

64. The surplus funds of the Charity shall be applied to create a general reserve for the continuation and development of the Charity.

## RULES OR BYE LAWS

65. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Charity. The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Charity. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Charity.

## INDEMNITIES FOR OFFICERS AND EMPLOYEES

66. The Charity may indemnify any officer or employee (other than a Director) against any liability incurred by her/him in her/his capacity as such except when that liability is due to her/his own dishonesty or gross negligence.
  - a. Subject to the Act (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 66 (b), the Charity may indemnify any Director against any liability incurred by her/him in her/his capacity as such.

- b. The indemnity provided to a Director in accordance with Article 66 (a) may not include any indemnity against liability:-
  - (i.) to the Charity or a company associated with it;
  - (ii.) for fines or penalties; or
  - (iii.) incurred as a result of her/his unsuccessful defence of criminal or civil proceedings.
- c. The indemnity provided to a Director in accordance with Article 65 (a) may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate
- d. In respect to its auditor the Charity may:-
  - (i.) purchase and maintain insurance for his benefit against any liability incurred by her/him in her/his capacity as such; and
  - (ii.) indemnify her/him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in her/his favour or she/he is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

## DISSOLUTION

- 67. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
  - a. directly for the Objects; or
  - b. by transfer to any charity or charities for purposes similar to the Objects; or
  - c. to any charity or charities for use for particular purposes that fall within the Objects
- 68. 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 67 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.

## AMENDMENT TO ARTICLES

- 69. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 30 except those otherwise specified. All amendments shall be registered with the Registrar of Companies. No amendment shall be made that may cause the Charity to cease to be Charitable at Law.

## SOCIAL AUDIT

70. A social audit of the Charity may, by resolution of the Charity in General Meeting, be undertaken annually of the Charity's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Charity's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Charity in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the employees of the Charity, including employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Charity's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Charity is located.

#### **LIMITED LIABILITY**

71. The liability of the members is limited.
72. Every member of the Charity undertakes to contribute such amounts as may be required to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one pound.

#### **ENTRENCHMENT**

73. Articles in the Articles of Association except for 30(a), 7, 64, 67, 68, 69 and this article 73 may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than three-fourths of the membership voting in person at an Extraordinary General Meeting. Articles 30(a), 7, 64, 67, 68, 69 and this article 73 are entrenched in accordance with section 22 of the Act and may be altered only with the unanimous consent of the members.