

FILE COPY



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

Company Number **14120635**

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

THE AL BASMA FOUNDATION

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 England and Wales

Given at Companies House, Cardiff, on **20th May 2022**



N141206359



Companies House



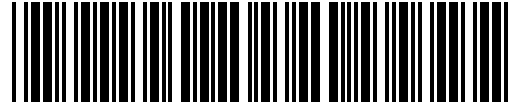
**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **20/05/2022**

XB4F1W17

Company Name in full: **THE AL BASMA FOUNDATION**

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **3 MORE LONDON RIVERSIDE
4TH FLOOR
LONDON
UNITED KINGDOM SE1 2AQ**

Sic Codes: **96090**

Proposed Officers

Company Secretary *1*

Type: **Corporate**
Name: **IQ EQ SECRETARIES (UK) LIMITED**
Principal / Business **4TH FLOOR 3 MORE LONDON RIVERSIDE**
Address: **LONDON**
 UNITED KINGDOM SE1 2AQ

UK Limited Company

Registration Number: **09252280**

The subscribers confirm that the corporate body named has consented to act as a secretary.

Company Director 3

Type: **Person**
Full Forename(s): **MR VIGNESH**
Surname: **VIJAYAKUMAR**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED ARAB EMIRATES**

Date of Birth: ****/03/1982** Nationality: **BRITISH**
Occupation: **DIRECTOR**

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

Company Director 4

Type: **Person**
Full Forename(s): **MS EMILY JENNIFER**
Surname: **OSBORNE**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/08/1980** Nationality: **BRITISH**
Occupation: **SOLICITOR**

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

Persons with Significant Control (PSC)

Statement of no PSC

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

Statement of Guarantee

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: **BASNOM LIMITED**

Address **24 ROUTE DES ACACIAS
1227 LES ACACIAS
GENEVA
SWITZERLAND**

Amount Guaranteed **£10.00**

Statement of Compliance

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

Name: **BASNOM LIMITED**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of THE AL BASMA FOUNDATION

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
BASNOM LIMITED	Authenticated Electronically

Dated: 20/05/2022

The Al Basma Foundation

The Companies Acts

Articles of Association adopted on 17 May 2022

Private Company Limited by Guarantee

Contents

1	Name.....	1
2	Interpretation.....	1
3	National location of principal office	3
4	Liability of Members	3
5	Objects	4
6	Powers	4
7	Application of income and property.....	7
8	Benefits and payments to Members and Charity Trustees.....	7
9	Membership of the Charity	10
10	Termination of Membership	10
11	Patrons	11
12	General meetings.....	11
13	Notice of general meetings.....	11
14	Quorum at general meetings	12
15	Chairing general meetings.....	12
16	Adjournment of general meetings.....	13
17	Attendance and voting at general meetings	13
18	Proxy Notices	14
19	Taking ordinary decisions by vote.....	15
20	Written resolutions of Members.....	15
21	Votes of Members	16
22	Corporate Representatives	16
23	Decisions which must be made by the Members	16
24	Charity Trustees	17
25	Retirement of Charity Trustees	18
26	Appointment of Charity Trustees	18
27	Disqualification and removal of Charity Trustees.....	19
28	Proceedings of Charity Trustees	20

29	Charity Trustee meetings	20
30	Quorum at Charity Trustee meetings	21
31	Chairing Charity Trustee meetings.....	21
32	Written resolutions of the Charity Trustees	21
33	Charity Trustee delegation	22
34	Declaration of Charity Trustees' interests and conflicts of interest	22
35	Validity of Charity Trustees' decisions	23
36	Execution of documents.....	24
37	Communications including electronic communications	24
38	Notices.....	24
39	Keeping of registers	26
40	Minutes and records.....	26
41	Accounts	26
42	Annual Report and Return and Register of Charities	26
43	Rules	27
44	Disputes	27
45	Amendment of constitution	27
46	Voluntary winding up or dissolution	28

1 Name

The name of the company is The Al Basma Foundation (referred to in these articles as the "**Charity**").

2 Interpretation

2.1 In these articles unless expressly stated to the contrary, the following words and phrases shall have the following meanings:

2.1.1 "**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages, in each case registered with the Charity;

2.1.2 "**Act**" means the Charities Act 2011;

2.1.3 "**articles**" means the Charity's articles of association;

2.1.4 "**Board**" means the board of Charity Trustees from time to time;

2.1.5 "**Chair**" means the person appointed to chair a general meeting of the Charity in accordance with article 15 below (Chairing general meetings);

2.1.6 "**Charity**" means the company intended to be regulated by these articles;

2.1.7 "**Charity Trustee**" means a charity trustee (as defined by s.177 of the Act) for the time being of the Charity;

2.1.8 "**clear days**" means, in relation to the period of a notice, a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which the notice is given or on which it is to take effect;

2.1.9 "**Commission**" means the Charity Commission for England and Wales;

2.1.10 "**Companies Acts**" means the Companies Acts (as defined by s.2 Companies Act 2006) in so far as they apply to the Charity;

2.1.11 "**Connected Person**" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a Charity Trustee;
- (b) the spouse or civil partner of a Charity Trustee or of any person falling within sub-article 2.1.11(a) above;
- (c) a person carrying on business in partnership with a Charity Trustee or with any person falling within sub-article 2.1.11(a) or 2.1.11(b) above;
- (d) an institution which is controlled:

- (i) by a Charity Trustee or any Connected Person falling within sub-article 2.1.11(a), 2.1.11(b) or 2.1.11(b) above; or
 - (ii) by two or more persons falling within sub-article 2.1.11(d)(i) above, when taken together; or
 - (iii) a body corporate in which:
 - (A) a Charity Trustee or any Connected Person falling within sub-articles 2.1.11(a), 2.1.11(b) or 2.1.11(c) above has a substantial interest; or
 - (B) two or more persons falling within sub-article 2.1.11(d)(i) above who, when taken together, have a substantial interest.
- (e) Ss.350 - 352 of the Act apply for the purposes of interpreting the term "Connected Person" used in these articles;
- 2.1.12 **"Corporate Representative"** means any person nominated in accordance with article 22 below (Corporate Representatives) to act as the representative of any corporate Member at any meeting of the Charity;
- 2.1.13 **"directors"** means the directors of the Charity. The directors are Charity Trustees;
- 2.1.14 **"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;
- 2.1.15 **"electronic form"** has the meaning given in s.1168 Companies Act 2006;
- 2.1.16 **"Material Benefit"** means a benefit, direct or indirect, which may not be financial but has monetary value;
- 2.1.17 the **"Memorandum"** means the Charity's memorandum of association;
- 2.1.18 **"Members"** has the meaning given in article 9 below (Membership of the Charity)
- 2.1.19 **"Objects"** means the objects of the Charity as set out in article 5 below (Objects);
- 2.1.20 **"officers"** includes the directors and the secretary (if any);
- 2.1.21 **"organisation"** includes any body corporate or a firm that is a legal person under the law by which it is governed;
- 2.1.22 **"Patron"** means a person appointed to be a patron of the Charity in accordance with article 11 below (Patrons);
- 2.1.23 **"poll"** means a counted vote or ballot usually (but not exclusively) in writing;

- 2.1.24 **"Proxy"** means a person appointed as proxy to a Member in accordance with article 18 below (Proxy Notices);
- 2.1.25 **"Proxy Notice"** has the meaning given in article 18 below (Proxy Notices);
- 2.1.26 **"Register of Charities"** means the central register of charities held and maintained by the Commission;
- 2.1.27 **"Register of Members"** means a register listing the names and addresses of all Members;
- 2.1.28 **"Retiring Trustee"** means a Charity Trustee required to retire by rotation at an annual general meeting in accordance with article 25 below (Retirement of Charity Trustees);
- 2.1.29 **"secretary"** means any person appointed to perform the duties of the secretary of the Charity;
- 2.1.30 **"seal"** means the common seal of the Charity, if it has one;
- 2.1.31 **"writing"** means the representation or reproduction of letters, words, symbols, diagrams or other information in a visible and readable form by any method or combination of methods, whether sent or supplied in electronic form or otherwise and "written" shall be construed accordingly;
- 2.1.32 **"written notice"** means notice given in writing whether sent or supplied in hard copy form or in electronic form; and
- 2.1.33 **"written resolution"** means a resolution circulated and agreed in writing and includes both ordinary and special decisions of the Members and Charity Trustees.
- 2.2 Words importing one gender shall include all genders and the singular includes the plural and vice versa.
- 2.3 Unless the context requires otherwise, words and expressions contained in these articles have the same meanings as in the Companies Acts.
- 2.4 A reference to an Act of Parliament or secondary legislation in this constitution includes any statutory modification or re-enactment of it for the time being in force.

3 National location of principal office

The principal office of the Charity is in England.

4 Liability of Members

The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

- 4.1 payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a Member;

- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributories among themselves.

5 Objects

- 5.1 The Charity's objects are to advance such objects or purposes in any part of the world as are exclusively charitable according to the law of England and Wales as the Charity Trustees see fit from time to time.
- 5.2 Nothing in this constitution shall authorise an application of the capital and income of the Charity for purposes which are not charitable in accordance with the Act.

6 Powers

- 6.1 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.
- 6.2 In particular, the Charity has power:
 - 6.2.1 to make grants to, or provide other forms of financial assistance to individuals, other charities or other bodies for specifically charitable purposes within the Objects;
 - 6.2.2 to organise or make grants towards the cost of others organising meetings, lectures, conferences, broadcasts or courses of instruction;
 - 6.2.3 to promote or carry out research;
 - 6.2.4 to produce, publish and distribute (whether gratuitously or not) or to make grants towards the cost of others producing, publishing or distributing material in any form including books, pamphlets, reports, journals, films, tapes, programmes or any other types of electronic media that may be deemed desirable for the promotion of the Objects or for the purpose of informing contributors and others of the needs or progress of the Charity;
 - 6.2.5 to accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money or property of any kind including contributions subject to special trusts or conditions provided that in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
 - 6.2.6 to raise funds for the Charity by personal or written appeals (whether periodical or occasional), public meetings, public fund-raising or otherwise as may from time to time be deemed expedient provided that in raising funds the Charity shall not undertake or carry out any trading activities unless authorised by this constitution or by law to do so;
 - 6.2.7 to carry out any trade insofar as:

- (a) the trade is exercised in the course of carrying out the primary Objects of the Charity; or
 - (b) the trade is temporary or ancillary to the carrying out of the Objects of the Charity; or
 - (c) the profits of such trade are not liable to tax;
- 6.2.8 to operate bank accounts in the name of the Charity and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments;
- 6.2.9 to invest any moneys of the Charity not immediately required for its Objects in or upon such investments, securities or property of any other kind and situated anywhere in the world whether involving liabilities or producing income or not as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law provided that any part of the Charity funds not required for application in pursuit of the Objects may remain uninvested if the Charity Trustees are so advised;
- 6.2.10 to buy, lease, exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its Objects and to maintain, preserve and manage such real or personal property including to construct and alter any buildings or erections and to equip and fit out any property and buildings for use, to organise the excavation and preservation of sites of historic or archaeological interest, and to enable public access to any property or buildings for the promotion of its Objects;
- 6.2.11 to make planning applications, applications for consent under bye-laws or building regulations and other like applications;
- 6.2.12 subject to such consents, as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property of the Charity;
- 6.2.13 subject to such consents, as may be required by law, to borrow or raise money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit;
- 6.2.14 to employ, engage or retain the services of such persons as may be necessary or desirable for the attainment of the Objects on such terms as may be thought fit and to make all reasonable provisions for the payment of pensions and superannuation to employees, their families and other dependents;
- 6.2.15 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("**Managers**") the exercise of all or any of its powers of investment provided always that:
 - (a) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;

- (b) the Managers shall be under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers to the Charity within 14 calendar days and to report regularly on the performance of investments managed by them;
- (c) the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (d) the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation; and
- (e) the Charity shall be liable for any failure to take reasonable care in:
 - (i) choosing the Managers;
 - (ii) fixing or enforcing the terms upon which the Managers are employed;
 - (iii) requiring the remedy of any breaches of those terms and otherwise supervising the Managers

but otherwise shall not be liable for any acts and defaults of the Managers;

- 6.2.16 to permit any investments belonging to the Charity to be held in the name of any bank or company as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- 6.2.17 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 6.2.18 to set aside funds for special purposes or as reserves against future expenditure;
- 6.2.19 to establish and support or aid in the establishment and support of any charities, companies or associations in any way connected with the purposes of the Charity or calculated to further its Objects;
- 6.2.20 to act as trustees of any special charitable trust whether established by the Charity or otherwise and generally to undertake, act as trustee of and execute any charitable trust or institution which may lawfully be undertaken by the Charity and may be conducive to its Objects;
- 6.2.21 to establish and control or jointly with others aid in the establishment and control of one or more companies to assist or act as agents for, or trading subsidiaries of, the Charity;
- 6.2.22 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;

- 6.2.23 to amalgamate with any companies, institutions, societies, trusts or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of Members by this constitution;
- 6.2.24 to enter into contracts to provide services to or on behalf of other bodies;
- 6.2.25 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; and
- 6.2.26 to do all such other lawful things as shall further the attainment of the Objects or any of them.

7 Application of income and property

- 7.1 The income and property of the Charity must be applied solely towards the promotion of the Objects and 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 Charity Trustee or Member.
- 7.2 Nothing in this article shall prevent a Charity Trustee, a Member or Connected Person from receiving any benefit or payment which is authorised by article 8 below (Benefits and payments to Charity Trustees).

8 Benefits and payments to Members and Charity Trustees

- 8.1 In this article, a reference to a Member or Charity Trustee includes a Connected Person.
- 8.2 The Board may, in its absolute discretion, enter into any agreement or transaction with the trustee or trustees of any other charity notwithstanding that any one or more of the Members or Charity Trustees is also a trustee of such other charity.
- 8.3 Members and Charity Trustees, complying with the provisions of article 8.5 below, may receive the following payments of money or other Material Benefits from the Charity:
 - 8.3.1 Members who are not Charity Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 8.3.2 Members and Charity Trustees may be paid interest at a reasonable and proper rate on money lent to the Charity;
 - 8.3.3 Members and Charity Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Charity. The amount of the rent and the other terms of the lease or hire agreement must be reasonable and proper;
 - 8.3.4 Members and Charity Trustees may receive a benefit from the Charity in the capacity of beneficiary of the Charity provided that a majority of the Charity Trustees do not benefit from the Charity in this way in any one financial year;

- 8.3.5 Members and Charity Trustees may buy or receive goods or services from the Charity provided that such purchase or receipt of goods or services shall be on terms no more preferential than those applicable to members of the public; and
 - 8.3.6 Members and Charity Trustees may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 8.4 A Charity Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
- 8.4.1 as mentioned in sub-article 8.3.2 above regarding interest, sub-article 8.3.3 above regarding rent, sub-article 8.3.4 above regarding beneficial interest, sub-article 8.3.5 above regarding purchase or receipt of goods or sub-article 8.3.6 above regarding trading and fundraising activities;
 - 8.4.2 a Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, s.189 of the Act;
 - 8.4.3 a Charity Trustee shall be entitled to reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 8.4.4 a Charity Trustee may benefit from an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 8.4.5 payment to any company in which a Charity Trustee has no more than a 1% shareholding;
 - 8.4.6 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance); and
 - 8.4.7 a Charity Trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than acting as a trustee, provided that the Charity Trustees follow the procedure and observe the conditions in sub-articles 8.5 and 8.6 below.
- 8.5 Members or Charity Trustees who are to receive a payment of money or other Material Benefit (whether directly or indirectly) from the Charity in accordance with sub-articles 8.2, 8.3 and 8.4 above must:
- 8.5.1 declare an interest to the other Members or Charity Trustees before discussion of the payment of money or provision of other Material Benefit commences;
 - 8.5.2 withdraw from the meeting or part of the meeting at which there is a discussion of the payment of money or provision of other Material Benefit unless expressly requested to remain in order to provide information;

- 8.5.3 not be counted in the quorum for the meeting or part of the meeting at which there is a discussion of the payment of money or provision of other Material Benefit to be provided to the Member or Charity Trustee; and
 - 8.5.4 not vote on the matter of the payment of money or provision of other Material Benefit or the terms of such provision or payment.
- 8.6 Further to sub-article 8.5 above, the Charity and its Charity Trustees may only rely upon the authority provided by sub-article 8.4.7 above if each of the following additional conditions is satisfied:
- 8.6.1 the amount or maximum amount of the payment for the goods or services or for the employment of the Charity Trustee (including salary, drawings, fees, bonuses, other incentive payments and any other payment or benefit of the employment whether in money or money's worth) is set out in a written agreement between the Charity and the Charity Trustee in question;
 - 8.6.2 the remuneration or other sums paid to the Charity Trustee do not exceed an amount that is reasonable in all circumstances;
 - 8.6.3 the Charity Trustee is absent from any part of the meeting at which there is a discussion of:
 - (a) that Charity Trustee's employment or remuneration, or any matter concerning that Charity Trustee's contract;
 - (b) that Charity Trustee's performance in the employment, or that Charity Trustee's performance of the contract;
 - (c) any proposal to enter into any other contract or arrangement with that Charity Trustee to confer any benefit upon that Charity Trustee which would be permitted under sub-article 8.4.7 above; or
 - (d) any other matter relating to a payment to, or the conferring of any benefit on, that Charity Trustee permitted by sub-article 8.4.7 above;
 - 8.6.4 the Charity Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
 - 8.6.5 the other Charity Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Charity Trustee rather than with someone who is not a Charity Trustee. In reaching their decision, the Charity Trustees must balance the advantage of employing a Charity Trustee against the disadvantages of doing so (especially the loss of the Charity Trustee's services as a result of dealing with the Charity Trustee's conflict of interest);
 - 8.6.6 the reason for their decision is recorded by the Charity Trustees in the minute book; and

8.6.7 no more than one half of the Charity Trustees then in office have received such payments in any one financial year.

8.7 In this article, the "Charity" includes any company in which the Charity:

8.7.1 holds more than 50% of the shares: or

8.7.2 controls more than 50% of the voting rights attached to the shares: or

8.7.3 has the right to appoint one or more directors to the board of the company.

9 Membership of the Charity

9.1 The initial subscriber to the memorandum of association is the first Member of the Charity.

9.2 The Charity shall admit to membership an individual who or an organisation which:

9.2.1 applies to the Charity using the application process approved by the Directors; and

9.2.2 is approved by the Directors.

9.3 The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.

9.4 The Directors may establish different classes of membership and set out different rights and obligations for each class, with such rights and obligations recorded in the Register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

9.5 Membership is non-transferable.

9.6 The Board shall keep the Register of Members.

10 Termination of Membership

Membership is terminated if:

10.1 the Member dies or, if it is an organisation, ceases to exist;

10.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be no Members remaining. A Member is deemed to have resigned when written notice is received at the registered office of the Charity;

10.3 any subscription or other sum payable by the Member is unpaid on the due date and remains unpaid one month after written notice informing the Member that the Member will be removed from the Membership if the sum due is not paid has been served on the Member by, or on behalf of, the Board. The Board may readmit to Membership any Member whose Membership is so terminated on the Member paying such part of the sum due as the Board may determine;

10.4 the Member is removed from Membership by a resolution of the Charity Trustees stating that it is in the best interests of the Charity for the Member's Membership to be terminated. Such resolution must be passed by a majority of not less than 75% of

the Charity Trustees present and voting at the meeting of the Board. A resolution to remove a Member from Membership may only be passed if:

- 10.4.1 the Member has been given at least 21 calendar days' written notice of the meeting of the Board at which the resolution will be proposed and such notice includes the reasons why the resolution is to be proposed; and
- 10.4.2 the Member or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting;
- 10.5 the Member has not attended any of the last three general meetings of the Charity either in person or by proxy. Such termination shall be at the discretion of the Board;
- 10.6 the Member has moved from the last known address recorded in the Register of Members more than three months previously without giving a new address for correspondence; or
- 10.7 if also a Charity Trustee, the Member ceases to be a Charity Trustee in accordance with articles 25 or 27 below

11 Patrons

- 11.1 The Board may in its discretion appoint any person to be a Patron on such terms as it shall think fit.
- 11.2 A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Charity and to be given notice of general meetings as if the Patron were a Member and shall also have the right to receive accounts of the Charity when available to Members.
- 11.3 The Board may remove any person from the position of Patron at its discretion.

12 General meetings

- 12.1 The Charity must hold its first annual general meeting within 18 months of the date of its incorporation.
- 12.2 An annual general meeting must be held in each subsequent year and not more than 15 months may elapse between successive annual general meetings.
- 12.3 A general meeting may be called by the Board at any time and must be called within 21 calendar days of a written request from Members representing at least 10% of the voting rights of the Charity. A general meeting requisitioned by the Members must be convened for a date not later than 28 calendar days after the deposit of a written request with the Charity.

13 Notice of general meetings

- 13.1 The minimum period of notice required to hold a general meeting (including an annual general meeting) of the Charity is 14 clear days.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members, being a majority who together hold not less than 90% of the

total voting rights. This sub-article does not apply where a specific notice period is required by another article in this constitution or by the Act.

- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a Proxy under s.324 Companies Act 2006 and article 18 below (Proxy notices).
- 13.4 The notice must be given to all the Members, Patron(s), Charity Trustees and auditors.
- 13.5 The proceedings at a meeting shall not be invalidated because any person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

14 Quorum at general meetings

- 14.1 No business shall be transacted at any general meeting unless a quorum is present.
- 14.2 A quorum is the greater of:
 - 14.2.1 three Members present in person or by proxy; or
 - 14.2.2 one tenth of the total number of Members at the time present in person or by proxy.
- 14.3 If and for so long as the Charity has fewer than three Members, those Members present in person or by proxy or, if one or more of those Members is a corporation, by a duly authorised Corporate Representative shall be a quorum. 'Present' includes being present by suitable electronic means agreed by the Board in which a participant or participants of the general meeting may communicate with all the other participants
- 14.4 Any Corporate Representative shall be counted towards the quorum.
- 14.5 If:
 - 14.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 14.5.2 during a meeting a quorum ceases to be presentthen the meeting shall be adjourned to such time and place as the Board shall determine.
- 14.6 The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

15 Chairing general meetings

- 15.1 A Charity Trustee nominated by the Board shall be Chair.
- 15.2 If there is only one Charity Trustee present and willing to act, that Charity Trustee shall be Chair.

- 15.3 If no Charity Trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present in person or by proxy must choose one of their number to be Chair.

16 Adjournment of general meetings

- 16.1 The Members present in person or by proxy at a meeting may resolve by a resolution passed by a simple majority that the meeting shall be adjourned.
- 16.2 The Chair must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 16.4 If a meeting is adjourned by a resolution of the Members for more than seven calendar days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

17 Attendance and voting at general meetings

- 17.1 Any vote at a general 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:
- 17.1.1 by the Chair; or
 - 17.1.2 by at least two Members present in person or by proxy; or
 - 17.1.3 by Members present in person or by proxy representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.
- 17.2 The declaration by the Chair of the result of a vote shall be conclusive unless a poll is demanded.
- 17.3 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 17.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair.
- 17.5 If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 17.6 A poll must be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Members) and may fix a time and place for declaring the results of the poll.
- 17.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17.8 A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.

- 17.9 A poll demanded on any other question must be taken either immediately or at such time and place as the Chair directs.
- 17.10 The poll must be taken within 30 calendar days after it has been demanded.
- 17.11 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 17.12 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

18 Proxy Notices

- 18.1 Proxies may only validly be appointed by a Proxy Notice.
- 18.2 A Proxy Notice must:
 - 18.2.1 state the name and address of the Member appointing the Proxy;
 - 18.2.2 identify the person appointed to be that Member's Proxy and the general meeting in relation to which that Proxy is appointed;
 - 18.2.3 be signed by or on behalf of the Member appointing the Proxy, or be authenticated in such manner as the Board may determine; and
 - 18.2.4 be delivered to the Charity in accordance with this constitution and any instructions contained in the notice of the general meeting to which it relates.
- 18.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 18.4 Proxy Notices may specify how the Proxy is to vote (or that the Proxy is to abstain from voting) on one or more resolutions.
- 18.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 18.5.1 allowing the Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 18.5.2 appointing that person as a Proxy in relation to any adjournment of the general meeting to which it relates as well as in relation to the meeting itself.
- 18.6 An appointment of a Proxy shall be deemed to confer authority to vote on a show of hands and to demand or join in demanding a poll.
- 18.7 The appointment of a Proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority shall be deposited with the Charity in such manner as is specified for that purpose in:
 - 18.7.1 the notice convening the meeting; or
 - 18.7.2 any instrument of proxy sent out by the Charity in relation to the meeting,

not less than 48 hours before the time for holding the meeting or adjourned meeting at which the Proxy proposes to vote.

- 18.8 For the purpose of calculating the periods mentioned in this article, no account shall be taken of any part of a day that is not a working day.
- 18.9 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person, but such person shall not count for the purposes of quorum (sub-article 14.2) or voting (article 17) unless and until the appointment under a Proxy Notice made by that person under the terms of this article has been revoked in accordance with sub-articles 18.10 and 18.11 below.
- 18.10 An appointment under a Proxy Notice may be revoked by delivering to the Charity a written notice given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 18.11 A written notice revoking a Proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 18.12 If a Proxy Notice is not executed by the person appointing the Proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

19 Taking ordinary decisions by vote

Any decision of the Members, save for those detailed at article 23 below (Decisions which must be made by the Members), may be taken by means of a resolution at a general meeting passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot (if applicable) and proxy votes).

20 Written resolutions of Members

- 20.1 Any decision of the Members, including those detailed at article 23 below (Decisions which must be made by the Members), may be taken by means of a written resolution and shall be effective provided that:
 - 20.1.1 a copy of the written resolution has been sent to every eligible Member in hard copy form, in electronic form or through a website;
 - 20.1.2 a simple majority of Members who would have been entitled to vote upon it had it been proposed at a general meeting has signified its agreement to the written resolution; and
 - 20.1.3 agreement to the written resolution is contained in an authenticated document which has been received at the Charity's registered office within the period of 28 calendar days beginning with the circulation date.
- 20.2 Where the document accompanying or containing the proposed written resolution contains electronic contact details, any response, document or information relating to the resolution may be sent or supplied by the Member to that address by electronic means except where limitations or conditions as to the mode or method of response

are specified in the document accompanying or containing the proposed written resolution.

- 20.3 A written resolution may comprise several copies to which one or more Members have signified their agreement.
- 20.4 In the case of a Member that is an organisation, its Corporate Representative may signify its agreement.
- 20.5 Special decisions, requiring the agreement of at least 75% of the Members, may be taken by means of a written resolution. In relation to special decisions this article 20 shall apply but shall be read as if the words "a simple majority" were replaced with "at least 75%".

21 Votes of Members

- 21.1 Every Member, whether an individual or an organisation, shall have one vote, unless otherwise provided in the rights of a particular class of Membership. However, no Member shall be entitled to vote at any general meeting unless all monies then payable by that Member to the Charity have been paid.
- 21.2 No Member shall debate or vote on any matter in which that Member is personally interested without the permission of the majority of the persons present and voting. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the Chair shall be final.

22 Corporate Representatives

- 22.1 Any organisation that is a Member may nominate a Corporate Representative.
- 22.2 The Member must give written notice to the Charity of the name of the Corporate Representative. The Corporate Representative shall not be entitled to represent the Member at any meeting unless such notice has been received by the Charity. The Corporate Representative may continue to represent the Member until such time as written notice to the contrary is received by the Charity.
- 22.3 Any written notice given to the Charity will be conclusive evidence that the Corporate Representative is entitled to represent the Member or that the Corporate Representative's authority has been revoked. The Charity shall not be required to consider whether the Corporate Representative has been properly appointed by the Member.

23 Decisions which must be made by the Members

- 23.1 Any decision to:
 - 23.1.1 amend the constitution of the Charity (including, for the avoidance of doubt a decision to alter article 34 below);
 - 23.1.2 amalgamate the Charity with, or transfer its undertaking to, one or more other organisations, in accordance with the Act; or
 - 23.1.3 wind up or dissolve the Charity (including transferring its business to any other charity)

must be made by a resolution of the Members.

23.2 Any decision of the Members specified in sub-article 23.1 above may be made either:

23.2.1 by resolution at a general meeting; or

23.2.2 by written resolution.

23.3 Any decision specified in sub-article 23.1 above must be made in accordance with the provisions of sub-article 34.5 (alteration of article 35), article 45 (Amendment of constitution), article 46 (Voluntary winding up or dissolution), and the relevant provisions of the Act and the Companies Acts.

24 Charity Trustees

24.1 The Charity Trustees shall manage the affairs of the Charity and may for that purpose exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or this constitution or a resolution passed by at least 75% of the Members.

24.2 It is the duty of each Charity Trustee:

24.2.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a Charity Trustee in the way that he or she decides, in good faith, would be most likely to further the purposes of the Charity; and

24.2.2 use, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(a) any special knowledge or experience that the Charity Trustees have or hold themselves out as having; and

(b) if that Charity Trustee acts as a Charity Trustee in the course of a business or profession, any special knowledge or experience that it is reasonable to expect a person acting in the course of that kind of business or profession to hold or possess.

24.3 A Charity Trustee may be a natural person, so long as he or she is aged 18 years or older.

24.4 No one may be appointed a Charity Trustee if that person would be disqualified from acting under the provisions of article 27 below (Disqualification and removal of Charity Trustees).

24.5 No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.

24.6 The number of Charity Trustees shall not be less than three but (unless otherwise determined by a resolution passed by a simple majority of the Members) shall not be subject to any maximum. If the number falls below this minimum, the remaining Charity Trustee or Charity Trustees may act only to appoint a new Charity Trustee or call a meeting of the Charity Trustees to appoint a new Charity Trustee, save in

exceptional circumstances where a failure to act may cause substantial damage to the Charity.

- 24.7 A Charity Trustee may not appoint an alternate trustee or anyone to act as a substitute trustee at meetings of the Charity Trustees.
- 24.8 No alteration of this constitution or a resolution passed by at least 75% of the Members shall have retrospective effect to invalidate any prior act of the Charity Trustees.
- 24.9 Any meeting of Charity Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Charity Trustees.
- 24.10 The first Charity Trustees shall be those persons notified to Companies House as the first directors of the Charity.

25 Retirement of Charity Trustees

- 25.1 At the first annual general meeting all the Charity Trustees must retire from office unless by the close of the meeting the Members have failed to elect sufficient Charity Trustees to hold a quorate meeting of the Board.
- 25.2 At each subsequent annual general meeting one-third of the Charity Trustees or, if their number is not three or a multiple of three, the number nearest to one-third (rounding fractions down), must retire from office. If there is only one Charity Trustee in office, that Charity Trustee must retire.
- 25.3 The Retiring Trustees at each annual general meeting shall be those who have been longest in office since their last appointment. If any Charity Trustees became or were appointed Charity Trustees on the same day, those to retire shall (unless they have otherwise agreed amongst themselves) be determined by lot.
- 25.4 The retirement of a Retiring Trustee shall take effect upon the conclusion of the annual general meeting.
- 25.5 If, at the meeting at which a Retiring Trustee retires, the Members do not fill the vacancy, the Retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Retiring Trustee is put to the meeting and lost.

26 Appointment of Charity Trustees

- 26.1 Vacancies arising on the retirement of Charity Trustees by rotation in accordance with article 25 above may be filled by a decision of the Members present in person or by proxy at the annual general meeting.
- 26.2 The Members may resolve to:
 - 26.2.1 appoint a person who is willing to act to be a Charity Trustee; and
 - 26.2.2 determine the rotation in which any additional Charity Trustees are to retire.

- 26.3 Any vacancy not filled at the annual general meeting or arising between annual general meetings may be filled at the discretion of the Charity Trustees acting in accordance with sub-article 26.4 below.
- 26.4 The Charity Trustees may at any time resolve to appoint a new Charity Trustee, whether in place of a Charity Trustee who has retired or been removed in accordance with article 25 above (Retirement of Charity Trustees), or as an additional Charity Trustee.
- 26.5 A Charity Trustee appointed by a resolution of the other Charity Trustees must retire at the next annual general meeting and must not be taken into account in determining the Retiring Trustees.
- 26.6 No person, other than a Retiring Trustee, may be appointed a Charity Trustee at any general meeting unless:
- 26.6.1 that person has been recommended for election by the Charity Trustees; or
- 26.6.2 no fewer than 14 nor more than 35 clear days before the date of the meeting, the Board is given a written notice that:
- (a) is signed by a Member entitled to vote at the meeting;
 - (b) states the Member's intention to propose the appointment of a person as a Charity Trustee; and
 - (c) is signed by the person who is to be proposed to show that person's willingness to be appointed.
- 26.7 All Members who are entitled to receive notice of a general meeting must be given no fewer than seven nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a Charity Trustee other than a Retiring Trustee.
- 26.8 Subject to 25.5 above, a Charity Trustee who retires at an annual general meeting may, if willing to act, be re-appointed.
- 26.9 The appointment of a Charity Trustee, whether by the Members in general meeting or by the other Charity Trustees, must not cause the number of Charity Trustees to exceed any number fixed as the maximum number of Charity Trustees.

27 Disqualification and removal of Charity Trustees

- 27.1 A Charity Trustee shall cease to hold office if:
- 27.1.1 that Charity Trustee ceases to be a director by virtue of any provision of the Companies Acts or is prohibited by law from being a director;
- 27.1.2 by virtue of ss.178-180 of the Act (or any statutory re-enactment or modification of those provisions), that Charity Trustee is disqualified from acting as a trustee;
- 27.1.3 by reason of mental disorder, illness or injury, that Charity Trustee loses mental capacity and can no longer take management or administrative decisions of any type;

- 27.1.4 by written notice to the Charity, that Charity Trustee resigns as a Charity Trustee (but only if at least three Charity Trustees will remain in office when the notice of resignation is to take effect);
 - 27.1.5 without the permission of the other Charity Trustees, that Charity Trustee is absent from all meetings of the Board held within a period of six consecutive months and the other Charity Trustees resolve that the absent Charity Trustee's office be vacated; or
 - 27.1.6 the Charity Trustee dies.
- 27.2 In addition, the Members may by a resolution passed by a simple majority remove any Charity Trustee before the expiration of that Charity Trustee's period of office and may by a resolution passed by a simple majority appoint another qualified Charity Trustee in that Charity Trustee's stead. Any person so appointed shall only remain in office for the remainder of the term of office of the Charity Trustee who has been removed.
- 27.3 A resolution to remove a Charity Trustee in accordance with 27.2 above shall only be effective if the Charity Trustee in question has been given no less than 14 clear days' notice in writing of the proposed resolution including the reasons for the proposed resolution and has been given a reasonable opportunity to make oral and/or written representations to the Members.

28 Proceedings of Charity Trustees

The Charity Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

29 Charity Trustee meetings

- 29.1 Any Charity Trustee may call a meeting of the Board by giving notice of the meeting to the Charity Trustees.
- 29.2 Notice of a Board meeting must be given to each Charity Trustee but need not be given in writing.
- 29.3 Notice of a Board meeting must specify the date, time and place of the meeting and, if it is anticipated that Charity Trustees participating in the meeting will not be in the same place, the proposed method of communication between the Charity Trustees.
- 29.4 Questions arising at a Board meeting shall be decided by a majority of votes.
- 29.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 29.6 A meeting may be held by suitable electronic means agreed by the Board in which each participant may communicate with all the other participants and any participant participating in the meeting by such electronic means shall be present at the meeting for all purposes.

30 Quorum at Charity Trustee meetings

- 30.1 No decision may be made by a meeting of the Board 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 Board in which a participant or participants may communicate with all the other participants.
- 30.2 The quorum shall be two Charity Trustees or the number nearest to one-third of the total number of Charity Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Charity Trustees.
- 30.3 A Charity Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Charity Trustee is not entitled to vote.
- 30.4 If the number of Charity Trustees is less than the number fixed as the quorum, the continuing Charity Trustees or Charity Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

31 Chairing Charity Trustee meetings

- 31.1 The Charity Trustees shall appoint a Charity Trustee to chair their meetings and may at any time revoke such appointment.
- 31.2 If no one has been appointed to chair meetings of the Board or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Charity Trustees present may appoint one of their number to chair that meeting.
- 31.3 The person appointed to chair meetings of the Charity Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her by the Charity Trustees.

32 Written resolutions of the Charity Trustees

- 32.1 A written resolution agreed by a simple majority of all the Charity Trustees entitled to receive notice of a Board meeting or of a meeting of a committee of Charity Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Charity Trustees duly convened and held provided that:
 - 32.1.1 a copy of the resolution is sent or submitted to all the Charity Trustees eligible to vote in hard copy form, electronic form or through the Charity's website; and
 - 32.1.2 a simple majority of Charity Trustees has signified its agreement to the resolution in an authenticated document or documents which has been received at the registered office within the period of 28 calendar days beginning with the circulation date.
- 32.2 Where the document accompanying or containing the proposed written resolution contains electronic contact details, any response, document or information relating to the resolution may be sent or supplied by the Charity Trustee to that address by electronic means except where limitations or conditions as to the mode or method of

response are specified in the document accompanying or containing the written resolution.

- 32.3 The written resolution may comprise several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.

33 Charity Trustee delegation

- 33.1 The Board may delegate any of its powers or functions to any committee but the terms of any delegation must be recorded in the minute book. The composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
- 33.2 The Board may impose conditions when delegating, including the conditions that:
- 33.2.1 the relevant powers are to be exercised exclusively by the committee to which they have been delegated; and
 - 33.2.2 no expenditure may be incurred on behalf of the Charity by the committee to which the Board has delegated powers except in accordance with a budget previously agreed by the Board.
- 33.3 The Board may revoke or alter a delegation at any time.
- 33.4 All acts and proceedings of any committees must be fully and promptly reported to the Charity Trustees.
- 33.5 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

34 Declaration of Charity Trustees' interests and conflicts of interest

- 34.1 Each Charity Trustee must:
- 34.1.1 declare the nature and extent of any interest, direct or indirect, held 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 or otherwise declared in accordance with article 8 above (Benefits and payments to Members and Charity Trustees); and
 - 34.1.2 be absent from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between the duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) or any conflicting duty of loyalty.
- 34.2 If a conflict of interests arises to a Charity Trustee because of a duty of loyalty owed to another Charity or person and the conflict is not the payment of money or the provision of a Material Benefit covered by article 7 above (Application of income and property) or article 8 above (Benefits and payments to Members and Charity Trustees), the Board may authorise such a conflict of interests where the following conditions apply:
- 34.2.1 the conflicted Charity Trustee has complied with sub-article 34.1 above

- 34.2.2 the conflicted Charity Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Charity Trustees is present at the meeting or part of the meeting; and
 - 34.2.3 the Board, other than the conflicted Charity Trustee, considers it to be in the interests of the Charity to authorise the conflict in the circumstances.
- 34.3 The Board (other than the conflicted Charity Trustee) may, by resolution passed in the absence of the conflicted Charity Trustee, authorise the conflicted Charity Trustee (notwithstanding the conflict of interest or duty which has arisen or may arise for the conflicted Charity Trustee) to:
 - 34.3.1 continue to participate in decision-making discussions and/or vote on such matters;
 - 34.3.2 disclose information confidential to the Charity to a third party;
 - 34.3.3 take any action not otherwise authorised which does not involve the receipt by or provision to the conflicted Charity Trustee or a Connected Person of any payment of money or Material Benefit from the Charity; or
 - 34.3.4 refrain from taking any step.
- 34.4 In this article, a conflict of interests arising because of a duty of loyalty owed to another Charity or person only refers to such a conflict which does not involve payment of money or provision of a Material Benefit to a Charity Trustee or to a Connected Person.
- 34.5 This provision may be amended by the agreement of 75% of the Members at a general meeting or by written resolution but, where the result would be to permit any payment of money or provision of Material Benefit to a Charity Trustee or Connected Person not otherwise sanctioned by articles 7 (Application of income and property) and 8 (Benefits and payments to Members and Charity Trustees) above, only with the prior written consent of the Commission.

35 Validity of Charity Trustees' decisions

- 35.1 Subject to sub-article 35.2 below, all acts done by a meeting of the Board, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
 - 35.1.1 who was disqualified from holding office;
 - 35.1.2 who had previously retired or who had been obliged by this constitution to vacate office; or
 - 35.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise
- if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.

- 35.2 Sub-article 35.1 above does not permit a Charity Trustee or a Connected Person to keep any benefit that may be conferred upon that Charity Trustee or a Connected Person by a resolution of the Board or by a committee of Charity Trustees if, but for sub-article 35.1 above, the resolution would have been void, or if the Charity Trustee has not complied with article 34 above (Declaration of Charity Trustees' interests and conflicts of interest).

36 Execution of documents

- 36.1 The Charity shall execute documents either by signature or by affixing its seal (if it has one).
- 36.2 A document is validly executed by signature if it is signed by at least two of the Charity Trustees.
- 36.3 If the Charity has a seal it must only be used with the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by a director and by the secretary (if any) or by a second director.

37 Communications including electronic communications

- 37.1 Subject to the articles:
- 37.1.1 anything sent or supplied by 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 the Companies Act 2006 to be sent or supplied by or to the Charity; and
 - 37.1.2 any notice or document to be sent or supplied to a Charity Trustee in connection with the taking of decisions by the Charity Trustees may also be sent or supplied by the means by which that Charity Trustee has requested notices or documents be sent or supplied for the time being.
- 37.2 Any Member or Charity Trustee may communicate electronically with the Charity to an address specified by the Charity for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Charity.
- 37.3 Any Member or Charity Trustee, by providing the Charity with his or her email address or similar, is taken to have agreed to receive communications from the Charity in electronic form at that address, unless the Member or Charity Trustee has indicated to the Charity his or her unwillingness to receive such communications in that form.

38 Notices

- 38.1 Any notice required pursuant to the articles must be:
- 38.1.1 in writing; or
 - 38.1.2 given in electronic form.
- 38.2 The Charity may give any notice to a Member either:

- 38.2.1 personally;
 - 38.2.2 by sending it by post in a prepaid envelope addressed to the Member at the address registered with the Charity;
 - 38.2.3 by leaving it at the address of the Member registered with the Charity; or
 - 38.2.4 by sending or supplying it in electronic form including to the Member's email address.
- 38.3 The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on the website of the Charity:
- 38.3.1 provide the Members with the notice referred to in article 13 above (Notice of general meetings);
 - 38.3.2 give Charity Trustees notice of their meetings in accordance with article 29 above (Charity Trustee meetings); and
 - 38.3.3 submit any proposal to the Members or Charity Trustees for decision by written resolution in accordance with articles 20 (Written resolutions of members) and 32 (Written resolutions of the Charity Trustees) above.
- 38.4 The Charity Trustees must:
- 38.4.1 take reasonable steps to ensure that Members and Charity Trustees are promptly notified of the publication of any such notice or proposal; and
 - 38.4.2 send any such notice or proposal in hard copy form to any Member or Charity Trustee who has not consented to receive communications in electronic form.
- 38.5 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.
- 38.6 The following shall be conclusive evidence that notice was given:
- 38.6.1 in the case of notices sent in hard copy, proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given; and
 - 38.6.2 in the case of notices sent in electronic form, 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 s.1147 Companies Act 2006.
- 38.7 In accordance with s.1147 Companies Act 2006 notice shall be deemed to be given:
- 38.7.1 48 hours after the envelope containing it was posted; or
 - 38.7.2 in the case of notices sent in electronic form, 48 hours after it was sent.

39 Keeping of registers

The Charity must comply with its obligations in relation to the keeping of, and provision of access to, a register of its Members and Charity Trustees.

40 Minutes and records

40.1 The Charity Trustees must keep minutes of all:

40.1.1 appointments of officers made by the Board;

40.1.2 proceedings at general meetings of the Charity;

40.1.3 meetings of the Charity Trustees and committees of Charity Trustees including:

(a) the names of the Charity Trustees present at that meeting;

(b) the decisions made at that meeting;

(c) where appropriate, the reasons for the decisions made; and

40.1.4 decisions made by the Charity Trustees otherwise than in meetings.

40.2 Such minutes must be kept for at least ten years.

40.3 The Charity Trustees must circulate a copy of the minutes of a meeting of the Charity Trustees, a meeting of a committee of Charity Trustees or a meeting of the Members to all Charity Trustees within 14 calendar days of that meeting.

40.4 The Charity Trustees must keep all deeds of appointment appointing new Charity Trustees.

41 Accounts

41.1 The Charity Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

41.2 The Charity Trustees must keep accounting records as required by the Companies Act.

42 Annual Report and Return and Register of Charities

42.1 The Charity Trustees must comply with the requirements of the Act with regard to the keeping of accounting records, the preparation and scrutiny of statements of account, and the preparation of annual reports and returns. Statements of account, reports and returns must be sent to the Commission, regardless of the income of the Charity, within ten months of the financial year end.

42.2 The Charity Trustees must comply with their obligation to inform the Commission within 28 calendar days of any change in the particulars of the Charity entered on the Register of Charities.

43 Rules

- 43.1 The Charity Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity, but such rules or bye laws must not be inconsistent with any provision of the articles.
- 43.2 The bye laws may regulate the following matters but are not restricted to them:
- 43.2.1 the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 43.2.2 the conduct of Members in relation to one another, and to the Charity's employees and volunteers;
 - 43.2.3 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;
 - 43.2.4 the procedure at general meetings and meetings of the Charity Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles; and
 - 43.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 43.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 43.4 The Charity Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the Members.
- 43.5 The rules or bye laws shall be binding on all Members of the Charity.

44 Disputes

If a dispute arises between Members and/or Charity Trustees about the validity or propriety of anything done by the Members or Charity Trustees under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

45 Amendment of constitution

- 45.1 Subject to ss.197 and 198 of the Act, this constitution can only be amended:
- 45.1.1 by resolution agreed in writing by all Members; or
 - 45.1.2 by a resolution passed by a 75% majority of those voting at a general meeting of the Members called in accordance with article 12 above (General meetings).
- 45.2 Any alteration of article 5 (Objects), article 46 (Voluntary winding up or dissolution), this article, or of any provision where the alteration would provide authorisation for

any benefit to be obtained by Charity Trustees, Connected Persons or Members, requires the prior written consent of the Commission.

- 45.3 No amendment that is inconsistent with the provisions of the Act or the Companies Acts shall be valid.
- 45.4 A copy of every resolution amending the constitution, together with a copy of the Charity's constitution as amended must be sent to the Commission by the end of the period of 15 calendar days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.
- 45.5 The additional requirements in s.198 of the Act must be followed in respect of any regulated alteration (as defined in s.198 of the Act).

46 Voluntary winding up or dissolution

- 46.1 The Charity may be dissolved by resolution of its Members.
- 46.2 Any decision by the Members to wind up or dissolve the Charity can only be made at a general meeting of the Members called in accordance with article 12 (General meetings of Members), of which not less than 14 calendar days' notice has been given to those eligible to attend and vote and by a resolution:
 - 46.2.1 passed by a 75% majority of those voting; or
 - 46.2.2 passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 46.2.3 by a resolution agreed in writing by all Members.
- 46.3 The Members 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:
 - 46.3.1 directly for the Objects;
 - 46.3.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 46.3.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 46.4 Subject to a resolution under article 46.3 above the Charity Trustees 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:
 - 46.4.1 directly for the Objects;
 - 46.4.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 46.4.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 46.5 Subject to any resolution under articles 46.3 or 46.4 above and to the payment of all the Charity's debts, any resolution for the winding up of the Charity, or for the dissolution of the Charity without winding up, may contain a provision directing how any remaining property of the Charity shall be applied, provided that:
- 46.5.1 if the resolution does not contain such a provision, the Charity Trustees must decide how any remaining property of the Charity shall be applied; and
- 46.5.2 in either case, the remaining property must be applied for charitable purposes the same as or similar to those of the Charity.
- 46.6 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with this article 46 is passed by the Members or the Charity Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.