

THE COMPANIES ACTS

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION
OF
ST. CHRISTOPHER'S FELLOWSHIP

(Adopted by Special Resolution passed on 13 September 2023)

1. Name of the Company

- 1.1 The name of the Company is St. Christopher's Fellowship (hereinafter called "St Christopher's").

2. Interpretation of these Articles

- 2.1 The following table gives the meaning of certain words and expressions as they are used in the Articles. However, the meaning given in the table does not apply if it is not consistent with the context in which a word or expression appears.

<u>Words</u>	<u>Definitions</u>
Articles	these Articles of Association
Auditors	St Christopher's auditors
Chair	The chair of the Council appointed pursuant to Article 43; where the chair of the Council is unable to act the term includes any person discharging the functions of the chair
Charity Commission	The Charity Commission of England and Wales
Companies Act	Means the Companies Acts as defined in Section 2 of the Companies Act, 2002, insofar as they apply to St. Christopher's
Company	Includes any company or corporate body established anywhere in the world.

Council	The board of Trustees of St Christopher's, who are the directors of St Christopher's
Charities Act	The Charities Acts 1992, 1993 and 2006 (to the extent in force)
Clear Days	In relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates
Legislation	The Companies Act, the Charities Act and all other laws and regulations applying to St. Christopher's
Office	The registered office of St Christopher's
Register	St Christopher's register of members
Seal	The common seal of St Christopher's
Secretary	Any person appointed by the Trustees to do work as the company secretary of St Christopher's including (without limit) any deputy or assistant secretary
Trustee	A director of St Christopher's
United Kingdom	Great Britain and Northern Ireland
Vice Chair(s)	The vice chair(s) of the Council appointed pursuant to Article 43
In writing	Written, printed or other ways of showing and reproducing words in a visible form including by electronic means.
2.2	Words which are in the singular may also be read as being in the plural and the other way around.
2.3	Words which are in the masculine form may also be read as referring to the feminine or to other bodies or persons and vice versa.
2.4	References to a "person" or "people" include any company, corporate body, partnership, firm, government authority, body or society (whether incorporated or not).
2.5	Any headings in the Articles are only included for convenience. They do not affect the meaning of the Articles.
2.6	When an Act, or a section of an Act, is referred to, this includes any amendment to the Act or section, as well as its inclusion or re-enactment (with or without modification) in a later Act.
2.7	References to an Act or the Articles are to the version which is current at any particular time.

- 2.8 Where the Articles give any power or authority to any person, this power or authority can be used on any number of occasions, unless the way in which the words are used does not allow this meaning.
- 2.9 Any word which is defined in the Companies Act has the same meaning in the Articles, unless the Articles define it differently or the way in which the word is used is inconsistent with the definition given in the Companies Act.
- 2.10 Where the Articles say that anything can be done by passing an Ordinary Resolution, this can also be done by passing a Special Resolution.
- 2.11 Where the Articles refer to any document being “made effective”, this means being signed, sealed or executed in some other legally valid way.
- 2.12 Where the Articles refer to “months” or “years”, these are calendar months or years.
- 2.13 References to a document being signed include other forms of authentication permitted by law.

3. Office

- 3.1 The Office of St Christopher's will be situated in England.

4. Objects of St Christopher's

- 4.1 The objects of St Christopher's are:
- 4.1.1 to assist people in need, in particular children, young people and people with learning disabilities, and for such purposes to establish, equip, maintain and manage homes and hostels and other centres for the accommodation or residence or use or benefit of such people to provide or arrange for the provision of fostering services for children and young people and to provide such other services in connection with any of the foregoing as may from time to time be considered appropriate;
 - 4.1.2 to relieve poverty; and
 - 4.1.3 to undertake any other charitable purpose.

5. Powers

- 5.1 St Christopher's may do anything lawful that may be calculated to promote its objects or that is conducive or incidental to doing so, including the use of the following powers:
- 5.1.1 to construct, alter, provide, manage, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which St Christopher's may need for its objects;
 - 5.1.2 to employ and pay any employees, officers and professional or other advisers;
 - 5.1.3 subject to any consents required by law to raise funds and borrow money, invite and receive contributions or grants or enter into contracts, seek subscriptions or raise money in any other way;

- 5.1.4 subject to any consent required by law to buy, take on lease, sell, lease or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- 5.1.5 to promote, encourage or undertake study or research and disseminate the results thereof;
- 5.1.6 to produce, print and publish anything in written, oral, visual or electronic media in furtherance of its objects;
- 5.1.7 to provide or procure the provision of services, training, consultancy advice, support counselling and guidance in furtherance of the objects or any of them;
- 5.1.8 to promote and advertise St Christopher's activities;
- 5.1.9 to invest any money that St Christopher's does not immediately need in any investments, securities or properties;
- 5.1.10 to undertake any charitable trust or any charitable agency business which may promote St Christopher's objects;
- 5.1.11 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands, civil partners and other dependents;
- 5.1.12 to carry on any trade insofar as either the trade is exercised in the course of actually carrying out a primary object of St Christopher's or the trade is temporary and ancillary to the carrying out of the objects of St Christopher's;
- 5.1.13 to establish, promote and otherwise assist any company or companies for the purpose of acquiring any property or of furthering in any way the objects of St Christopher's through trading and to establish the same either as wholly owned subsidiaries of St Christopher's or jointly with other persons, companies, government departments or local authorities and to finance the same if the Council see fit by way of a secured loan on commercial terms;
- 5.1.14 to establish, acquire, support, federate with or join or amalgamate with any company, institution, trust, society or association;
- 5.1.15 to purchase or otherwise acquire any of the property, assets and liabilities of any of the companies, institutions, trusts, societies or associations with which St Christopher's is authorised to federate, join or amalgamate, and perform any of their engagements;
- 5.1.16 to transfer any of St Christopher's property, assets, liabilities and engagements to any of the companies, institutions, trusts, societies or associations with which St Christopher's is authorised to federate, join or amalgamate;
- 5.1.17 to open and operate banking accounts and other banking facilities;
- 5.1.18 to enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of St Christopher's objects;

- 5.1.19 to insure any risks arising from St Christopher's activities or in connection with its staff or officers, agents or pension fund trustees;
- 5.1.20 to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to St Christopher's (provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustee or Trustees knew to be a breach of trust or breach of duty or which was committed by such Trustee or Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against any Trustee in his or her capacity as such);
- 5.1.21 to provide any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time;
- 5.1.22 to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- 5.1.23 to delegate upon such terms and at such reasonable remuneration as St. Christopher's may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:
- (a) the Managers are properly authorised to carry on investment business;
 - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by St. Christopher's;
 - (c) the Managers are under a duty to report promptly to St. Christopher's any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for St. Christopher's;
 - (d) St. Christopher's is entitled at any time to review, alter or terminate the delegation or the terms thereof;
 - (e) St. Christopher's reviews the arrangements for delegation at intervals but so that any failure by St. Christopher's to undertake such reviews shall not invalidate the delegation;
- 5.1.24 to permit any investments belonging to St. Christopher's to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for St. Christopher's and to pay any such nominee reasonable and proper remuneration for acting as such;
- 5.1.25 to do anything else within the law which helps promote the objects.

6. Use of income and property

- 6.1 The income and property of St. Christopher's shall be applied solely towards the promotion of the objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members or Trustees of St.

Christopher's, and no Trustee may be appointed to any office of St. Christopher's paid by salary or fees or receive any remuneration or other benefit in money or money's worth from St. Christopher's except as permitted by law or by the Charity Commission or shown below under 'Allowed Payments' and then only after complying with any requirements of the Companies Act and the Charities Act, PROVIDED this shall not prevent a member of St. Christopher's or a Trustee receiving any benefit as a beneficiary of St. Christopher's and PROVIDED that no more than a minority of Trustees may receive any benefit as beneficiaries of St Christopher's at any one time.

7. Allowed Payments

7.1 St. Christopher's may pay:

- 7.1.1 Reasonable and proper payment to any officer, servant, employee, professional or other adviser of St. Christopher's who is not a Trustee for any services to St. Christopher's.
- 7.1.2 Interest not exceeding 5% per annum on the money lent by any member of St. Christopher's or any Trustee.
- 7.1.3 Reasonable out-of-pocket expenses to any Trustee.
- 7.1.4 Reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital.
- 7.1.5 Reasonable and proper rent of premises demised or let by any member of St. Christopher's or a Trustee.
- 7.1.6 To the extent permitted by law, reasonable and proper premiums in respect of any insurance policy taken out pursuant to 5.1.20 and/or 5.1.21 above.
- 7.1.7 Any payment to a Trustee under the indemnity provisions in these Articles.
- 7.1.8 In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee or any person connected to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

8. Limited Liability

- 8.1 The liability of the members is limited to the amount, if any, due from them under Article 9.

9. Guarantee by Members of St. Christopher's

- 9.1 Every member of St Christopher's undertakes to contribute to the assets of St Christopher's in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of St Christopher's contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of

the contributories amongst themselves, such amount as may be required not exceeding one pound and five pence.

10. Winding-up of St. Christopher's

- 10.1 If St Christopher's is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of St Christopher's. Instead it must be given or transferred to some other charitable institution or institutions. Any such other institution must have similar objects to those of St Christopher's.
- 10.2 Such institution or institutions will be chosen by the members of St Christopher's at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

11. Members

- 11.1 The members shall be the Trustees from time to time and each person who consents to become a Trustee shall be deemed to have consented to also become a member.
- 11.2 A member shall cease to be a member when he or she ceases to be a Trustee.
- 11.3 St Christopher's must keep at the Office or such other place as the Trustees select a Register of the members showing their names, addresses and the dates when they started and stopped being members. The Register must be available for inspection subject to Article 11.4.
- 11.4 Subject to any restrictions permitted by the Companies Act, the Register is available for inspection by the members of St. Christopher's without charge and any other person on payment of a fee prescribed by St. Christopher's, subject to any maximum fee imposed by law. Where a non-member seeks to inspect the Register, within five working days St. Christopher's must either comply with the request or apply to the Court for permission not to comply with the request.

12. Annual General Meetings

- 12.1 St Christopher's may, but need not, hold an annual general meeting in each year, in addition to any other general meetings which are held in the year. An annual general meeting must be specified as such in the notices calling it.
- 12.2 The Annual General Meeting (if any) will ordinarily be held in September.

13. General Meetings

- 13.1 If a general meeting is not an annual general meeting, it is called a general meeting.

14. Calling a General Meeting

- 14.1 The Council may call a general meeting whenever it wishes. Such a meeting must also be called if not less than ten percent of the members of St. Christopher's request it in writing, subject to the provisions of the Companies Act.

15. Notice of General Meetings

- 15.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date, time and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles.
- 15.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by 90 per cent of the members entitled to attend and vote at it.

PROCEEDINGS AT GENERAL MEETINGS

16. The chair of a meeting

- 16.1 The Chair will be the chair of the meeting at every general meeting, if he or she is willing and able to take the chair.
- 16.2 If St Christopher's does not have a Chair, or if he or she is not willing and able to take the chair, a Vice Chair will chair the meeting if he or she is willing and able to take the chair. If more than one Vice Chair is present they will agree between themselves who will take the chair and if they cannot agree, the Vice Chair who has been a Trustee longest will take the chair.
- 16.3 If St Christopher's does not have a Chair or a Vice Chair, or if neither the Chair nor a Vice Chair is willing and able to chair the meeting, after waiting fifteen minutes from the time that a meeting is due to start, the Trustees who are present will choose one of themselves to act as chair of the meeting.
- 16.4 To avoid any doubt, nothing in the Articles restricts or excludes any of the powers, or rights of a chair of a meeting which are given by the general law.

17. The quorum needed for meetings

- 17.1 Before a general meeting starts to do business, there must be a quorum present. If there is not, the meeting cannot carry out any business. Unless the Articles say otherwise, a quorum for all purposes is five members personally present in person or by proxy who are entitled to vote.

18. The procedure if there is no quorum

- 18.1 This Article applies if a quorum is not present within thirty minutes of the time fixed for a general meeting to start or within any longer period which the chair of the meeting may decide. If the meeting was called in response to a requisition by members it shall be dissolved. Any other meeting shall be adjourned to any day, time and place stated in the notice of meeting. If the notice does not provide for this, the meeting shall be adjourned to a day, time and place determined in accordance with article 19.

19. Adjourning meetings

- 19.1 The chair of a meeting can adjourn a meeting which has a quorum present if this is agreed by the majority of those Trustees attending the meeting and must adjourn the

meeting if the meeting directs him or her to. This can be to a time, date and place proposed by the chair of the meeting or the adjournment can be indefinite. If a meeting is adjourned indefinitely, the Council will fix the time, date and place of the adjourned meeting.

- 19.2 Meetings can be adjourned more than once. However, if a meeting is adjourned for at least 30 days or indefinitely, at least 14 days' notice must be given for the adjourned meeting in the same way as was required for the original meeting. If a meeting is adjourned for less than 30 days, there is no need to give notice of the adjourned meeting or of the business to be considered there.
- 19.3 A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.

20. Amending resolutions

- 20.1 Amendments can be proposed to any resolution if they are clerical amendments or amendments to correct some other obvious error in the resolution.
- 20.2 No other amendments can be proposed to any special resolution unless agreed by all of the members.
- 20.3 Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if:
 - 20.3.1 notice of the proposed amendment is delivered to the Office at least two working days before the day of the meeting, or adjourned meeting; or
 - 20.3.2 the chair of the meeting decides that the amendment is appropriate for consideration by the meeting.
- 20.4 No other amendment can be proposed to an ordinary resolution.
- 20.5 If the chair of a meeting, acting in good faith, rules an amendment out of order, any error in that ruling will not affect the validity of a vote on the original resolution.

VOTING PROCEDURES

21. How votes are taken

- 21.1 If a resolution is put to the vote at a general meeting, it will be decided by a show of hands, unless a poll is demanded when, or before, the result of the show of hands is declared by the chair of the meeting. A poll can be demanded by:
 - 21.1.1 the chair of the meeting; or
 - 21.1.2 at least three members present in person or by proxy at the meeting who are entitled to vote; or
 - 21.1.3 a member or 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 on the resolution.

- 21.2 A demand for a poll can be withdrawn if the chair of the meeting agrees to this. If a poll is demanded, and this demand is then withdrawn, any declaration by the chair of the meeting of the result of a vote on that resolution by a show of hands, which was made before the poll was demanded, will stand.

22. How a poll is taken

- 22.1 If a poll is demanded in the way allowed by the Articles, the chair of the meeting decides where, when and how it will be carried out unless the Articles say otherwise. The result is treated as the decision of the meeting where the poll was demanded, even if the poll is carried out after the meeting.

- 22.2 If a poll is called, a member can vote either personally or by his or her proxy.

23. Where there cannot be a poll

- 23.1 A poll is not allowed on a vote to elect a chair of a meeting. Nor is a poll allowed on a vote to adjourn a meeting, unless the chair of the meeting demands a poll.

24. A meeting continues after a poll is demanded

- 24.1 A demand for a poll on a particular matter does not stop a meeting from continuing and dealing with other matters.

25. Timing of a poll

- 25.1 A poll to adjourn the meeting must be taken immediately at the meeting. Any other poll can either be taken immediately at the meeting or within 30 days and at a place decided on by the chair of the meeting. No notice is required for a poll which is not taken immediately.

26. The chair of the meeting's casting vote

- 26.1 If the votes are equal, either on a show of hands or a poll, the chair of the meeting is entitled to a further, casting vote (except in relation to a special resolution). This is in addition to any other votes which he or she may have as a member or as a proxy.

27. The effect of a declaration by the chair of the meeting

- 27.1 When there is a vote on a show of hands and no poll is demanded (or any demand for a poll is withdrawn), the minutes should record whether the resolution is carried or lost.
- 27.2 There is no need to prove the number, or proportion, of votes recorded for or against a resolution.

VOTING RIGHTS

28. The votes of members

- 28.1 Unless the Articles say otherwise every member shall have one vote. A person holding a proxy may vote on any resolution.
- 28.2 No member shall vote on or be present during the voting on any resolution relating to the member or any person connected to the member.

29. Completing proxy forms

- 29.1 A proxy form can be in any form which the Council approves.
- 29.2 A proxy form must be in writing. A proxy form given by an individual must be signed by the member appointing the proxy or by an attorney who has been properly appointed in writing. If a proxy is appointed by a company, the form should be either sealed with the company's seal or signed by an officer or an attorney who is properly authorised to act on behalf of the company. Signatures need not be witnessed.

30. Electronic proxies

- 30.1 The Council may allow a proxy to be appointed in electronic form (by email) or by other data transmission process, subject to any limitations, conditions or restrictions that they decide. Such appointment shall be delivered to St Christopher's in a manner specified by the Council. If, and to the extent that, they decide to allow appointments to be made in this way, provisions of the Articles which are inconsistent with this method of appointment shall be of no effect in relation to those appointments. The Council may require any evidence they think appropriate to satisfy themselves that the electronic appointment is genuine.

31. Delivering proxy forms

- 31.1 A proxy form must be delivered to the place stated in the notice of meeting or in the proxy form, or, if no place is stated, to the Office. It must be delivered at least:
- 31.1.1 48 hours before a meeting or an adjourned meeting; or
 - 31.1.2 48 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting.
- 31.2 If a proxy form is signed by an attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary or an office copy) must be delivered with the proxy form, unless the power of attorney has already been registered with St Christopher's. If this Article is not complied with, the proxy will not be able to act for the person who appointed him or her.
- 31.3 If a proxy form which relates to several meetings has been properly delivered for one meeting, or adjourned meeting, it does not need to be delivered again for any later meeting which the proxy form covers.

32. Revocation of proxies or changing a proxy's instructions

- 32.1 Any vote cast in the way a proxy form authorises will be valid even though:
- 32.1.1 the person who appointed the proxy has died or is of unsound mind;
 - 32.1.2 the proxy form has been revoked; or
 - 32.1.3 the authority of the person who signed the proxy form for the member has been revoked.
- 32.2 However, this does not apply if written notice of the fact has been received at the Office at least 48 hours before:

32.2.1 the meeting or adjourned meeting starts; or

32.2.2 the time fixed to take a poll on a later day.

33. Challenging votes

33.1 Any objection to the right of any person to vote must be made at the meeting (or adjourned meeting) at which the vote is cast. If a vote is not disallowed at a meeting, it is valid for all purposes. Any objection must be raised with the chair of the meeting whose decision is final.

34. Resolutions in writing

34.1 Except in the case of a resolution to remove a Trustee or the Auditors before the expiry of their respective terms of office, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

34.1.1 a copy of the proposed resolution has been sent to every eligible member;

34.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of those members has signified its agreement to the resolution; and

34.1.3 the agreement is contained in an authenticated document or documents received at the Office within the period of 28 days beginning with the circulation date.

34.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

COUNCIL

35. The Trustees

35.1 The Council can appoint anyone as a Trustee, on the recommendation of the Nomination Committee, subject to Article 40.1 and up to the limit on numbers in Article 35.2.

35.2 The Council consists of at least seven and not more than fifteen Trustees.

36. Length of term of office

36.1 A Trustee is appointed for a period of three years, or thereabouts, ending at the end of the first Council meeting following the third anniversary of his or her appointment. The appointment can be successively renewed for up to two further such three-year periods. Nothing prevents election for a shorter period. Once a Trustee has been in office for a cumulative period of nine years the Trustee will cease to be eligible for re-appointment as a Trustee subject as follows. A Trustee may be eligible for re-appointment for a further term or terms provided that this is approved by a resolution of the Council passed by a majority of at least 75% of those voting.

36.2 Reappointment of Trustees will be subject to the recommendation of the Nomination Committee and approval by the Council.

37. Trustees and membership

- 37.1 A person who accepts appointment as a Trustee shall be deemed to have also agreed to become a member and shall be registered as a member of St Christopher's on appointment as a Trustee.

38. Alternates

- 38.1 A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Council.

39. Re-electing a Trustee who is retiring

- 39.1 At the Council meeting at which a Trustee retires the Council can resolve to re-appoint the Trustee, subject to Article 36.1 or to appoint some other eligible person in his or her place.
- 39.2 A Trustee retiring at a Council meeting retires at the end of that meeting unless the Legislation requires him or her to retire at some other time. Where a retiring Trustee is re-appointed he or she continues as a Trustee without a break.

40. People who can be Trustees

- 40.1 Only the following people can be elected as Trustees:
- 40.1.1 a Trustee who is retiring at the meeting and is eligible for re-appointment and is willing to act to be a Trustee; or
 - 40.1.2 any other person who is selected by the Trustees and who is willing to act and to be a Trustee.
- 40.2 A Trustee must be a natural person aged 16 or over.

41. When Trustees are disqualified

- 41.1 Any Trustee automatically stops being a Trustee in any one or more of the following circumstances:
- 41.1.1 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 41.1.2 has an unspent conviction for an offence involving dishonesty or deception;
 - 41.1.3 if he or she becomes incapable whether mentally or physically of managing his or her own affairs;
 - 41.1.4 if he or she has missed Council meetings for either (i) three consecutive meetings or (ii) half of the Council meetings held in a twelve-month period, in either case without permission from the Council, and the Council passes a resolution stating that he or she has ceased to be a Trustee;
 - 41.1.5 if a Trustee has been given 14 days' notice in writing of the intention to propose a resolution to remove that Trustee and at least 75 per cent of the Trustees voting on the resolution, vote in favour of a resolution that he or she should cease to be a Trustee;

- 41.1.6 if he or she is prohibited from being a Trustee under the Legislation or is otherwise disqualified from being a company director;
- 41.1.7 if he or she is prohibited from being a Trustee by an order of the Charity Commission under section 181A of the Charities Act 2011 or has previously been removed as a trustee by either the Charity Commission or the High Court due to misconduct or mismanagement
- 41.1.8 if he or she gives St Christopher's a letter of resignation; or
- 41.1.9 if he or she is directly or indirectly interested in any contract or proposed contract with St. Christopher's and fails to declare the nature of his or her interest in the proper way and the Council resolves by 75 per cent of those present at the meeting to remove that Trustee. The proper way is by giving notice at the first meeting which the Trustee attends after that interest arises (or such other way as is legally sufficient from time to time).

42. Patrons, Presidents and Vice Presidents

- 42.1 There may be a Patron or Patrons, a President and one or more Vice Presidents. They shall be appointed by the Council for such period and on such terms as it thinks fit. The term of office of any such person may be terminated at any time by the Council as it thinks fit. For the avoidance of doubt a person can be appointed to such an office even if he or she is not a member or Trustee.

43. Honorary Officers

- 43.1 Each year the Council elects as Honorary Officers, from amongst the Trustees, the Chair, one or more Vice Chairs and one or more Honorary Treasurers.
- 43.2 An Honorary Officer is eligible to serve in the same office for a maximum period of four years after which he or she must step down for a period of one year before standing for re-election to the same office unless at least 75% of the Trustees voting on the resolution vote in favour of a resolution that he or she shall continue in office for one further term up to four years without stepping down. However, he or she may stand for election to a different office.
- 43.3 If there is an Annual general meeting in any year the Election of Honorary Officers will normally take place at a Council meeting held following that Annual General Meeting.

COUNCIL MEETINGS

44. Council meetings and who can call them

- 44.1 The Council can decide when to have meetings and how they will be conducted. The Council can also adjourn Council meetings.
- 44.2 A Council meeting can be called by any Trustee or by the Secretary. The Secretary must also call a Council meeting if a Trustee asks him or her to. Prior to calling a Council meeting or asking the Secretary to call a Council meeting, the Trustee is required to consult the Chair or Vice Chair and to discuss the purpose of the meeting with either of them.

45. How Council meetings are called

- 45.1 Council meetings are called by serving a notice on all the Trustees. Any Trustee can decide to forego notice of any Council meeting, including one which has already taken place.

46. Quorum

- 46.1 If no other quorum is fixed by the Council, the quorum shall be the greater of four trustees or one third (rounded up) of the current membership of the Council. A Council meeting at which a quorum is present can exercise all the powers and discretions of the Council.

47. The Chair of the Council meetings

- 47.1 If the Chair is at a Council meeting, he or she will chair it. In his or her absence, the chair will be taken by a Vice Chair, if one is present. If more than one Vice Chair is present, the Vice Chair longest in office will take the chair, unless the Trustees decide otherwise. If there is no Chair or Vice Chair present within fifteen minutes of the time when the Council meeting is due to start, the Trustees who are present can choose which one of them will be the chair of the meeting.

48. Voting at Council meetings

- 48.1 Matters for decision which arise at a Council meeting will be decided by a majority vote. If votes are equal, the chair of the meeting has a second, casting vote.

49. Trustees can act even if there are vacancies

- 49.1 The Trustees can continue to act even if one or more of them stops being a Trustee. If the number of Trustees falls below the minimum which applies under Article 35, the remaining Trustees will promptly appoint further Trustee(s) to make up the shortfall.

50. Telephone and electronic meetings

- 50.1 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

51. A resolution may be approved without a meeting

- 51.1 A resolution in writing approved by not less than 75 per cent of the Trustees voting on the resolution or any committee is as valid as if it had been passed at a properly held meeting of the Council or committee provided that the minimum period allowed for voting on any such resolution shall be one week and not less than five trustees respond to the resolution or for a committee resolution not less than two committee members respond. Any such resolution will be immediately effective if it has been approved by 75% of the Trustees. The resolution may consist of several documents in the same form approved by one or more Trustees.

52. The validity of actions of Council

- 52.1 Everything which is done by any Council meeting, or by a committee of the Trustees, or by a person acting as a Trustee, or as a member of a committee, will be valid even though it is discovered later that any Trustee, or person acting as a Trustee, was not properly appointed. This also applies if it is discovered later that anyone was disqualified from being a Trustee, or had ceased to be a Trustee, or was not entitled to vote. In any

of these cases, in favour of anyone dealing with St Christopher's in good faith, anything done and undertaken in accordance with agreed policies, procedure and protocols and will be as valid as if there was no defect or irregularity of the kind referred to in this Article.

53. Conflicts of Interest

- 53.1 A Trustee must declare the nature and extent of any interest, direct or indirect which he or she has in a proposed transaction or arrangement with St. Christopher's or in any transaction or arrangement entered into by St. Christopher's which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of St. Christopher's and any personal interest (including but not limited to any personal financial interest).
- 53.2 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:
- 53.2.1 The conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangements or transaction affecting that other organisation or person.
 - 53.2.2 The conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting.
 - 53.2.3 The unconflicted Trustees consider it in the interests of St. Christopher's to authorise the conflict of interests in the circumstances applying.
- 53.3 In these Articles, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such conflict which does not involve a direct or indirect benefit of any nature to the Trustee or to a connected person.
- 53.4 If a conflict is not disclosed and is later discovered, the topic relating to the conflict will be discussed again for either endorsement of the existing decision or for a new decision.

COUNCIL COMMITTEES

54. Delegating powers to committees

- 54.1 The Council can delegate any of their powers or discretions to committees of two or more Trustees. If the Council has delegated any power or discretion to a committee, any references in the Articles to using that power or discretion include its use by the committee. Any committee must comply with any regulations or conditions laid down by the Council, including those set out in their terms of reference. These regulations can require or allow people who are not Trustees to be co-opted on to the committee, and can give voting rights to co-opted members, but:
- 54.1.1 there must be more Trustees on a committee than co-opted members; and
 - 54.1.2 a resolution of the committee is only effective if a majority of the members of the committee present at the time of the resolution were Trustees.

55. Committee procedure

- 55.1 The Articles which regulate Council meetings and their procedure will also apply to committee meetings (if they can apply to committee meetings and with the exception of those relating to what defines a quorum), unless these are inconsistent with any regulations for the committee which have been laid down under Article 54.

TRUSTEES' POWERS

56. The Trustees' management powers

- 56.1 The Council shall conduct and manage St Christopher's business. it can use all St Christopher's powers. But this does not apply where the Articles or the Legislation says that powers can only be used by the members voting to do so at a general meeting. The general management powers under this Article are not limited in any way by specific powers given to the Council by other Articles.

- 56.2 The Trustees are, however, subject to:

- 56.2.1 the provisions of the Legislation;
- 56.2.2 the requirements of the Articles; and
- 56.2.3 any regulations laid down by the members by passing a special resolution at a general meeting.

However, if the members lay down any regulation relating to something which the Council has already done which was within its powers, that regulation cannot invalidate the Council's previous action.

57. The power to appoint managers or agents

- 57.1 The Council can appoint, remove and re-appoint managers or agents of St Christopher's either in or outside the United Kingdom.

- 57.2 The Council may:

- 57.2.1 delegate any of its authority, powers or discretions to any manager or agent of St Christopher's;
- 57.2.2 allow managers or agents to delegate to another person;
- 57.2.3 remove any people it has have appointed in any of these ways; and
- 57.2.4 cancel or change anything that it has have delegated, although this will not affect anybody who acts in good faith who has not had any notice of any cancellation or change.

- 57.3 Any appointment or delegation by the Council which is referred to in this Article can be on any conditions decided on by the Council.

58. Signature on cheques etc.

- 58.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for money paid to St Christopher's can be

signed, drawn, accepted, endorsed or made legally effective in any manner the Trustees resolve. Cheques shall be signed by two Trustees unless the Trustees decide otherwise.

59. Borrowing powers

59.1 As far as the Legislation allows, the Council may exercise all the powers of St Christopher's:

59.1.1 to borrow money;

59.1.2 to mortgage or charge all or any of St Christopher's undertaking and property (present and future);

59.1.3 to issue debentures and other securities; and

59.1.4 to give security either outright or as collateral security for any debt, liability or obligation of St Christopher's or of any third party.

MINUTES

60. Keeping minutes

60.1 The Trustees will make sure that proper minutes are kept of :

60.1.1 the resolutions, proceedings and names of people who attend Council meetings and committee meetings; and

60.1.2 the proceedings, resolutions and business and any orders made at any general meetings.

60.2 These minutes must be recorded in minute books. If a minute has been signed by the chair of the meeting, or by the chair of the meeting which approves the minutes, this minute will prove what it records without any need for any further proof.

THE SECRETARY

61. Appointment and Removal of the Secretary

61.1 The Council may appoint and may remove a Secretary and decide his or her period of office, pay (if not a Trustee) and any conditions of service.

61.2 Anything which the Articles require or allow to be done by the Secretary can also be done by any deputy or assistant secretary.

62. Actions of Trustees and Secretary

62.1 The Companies Act says that some actions must or may be taken both by a Trustee and by the Secretary. If one person is both a Trustee and Secretary, that one person may not act in the capacity of both Trustee and Secretary for any business that requires the action of both a Trustee and the Secretary.

THE SEAL

63. The Seal

- 63.1 If St Christopher's shall decide to use a company seal Council must provide safe custody of the Seal.
- 63.2 The Seal may only be used at the authority of Council or of a committee authorised by Council to use it.
- 63.3 Everything to which the Seal is affixed must be signed by two persons authorised by Council. Where Council has not authorised any such persons it must be:
 - 63.3.1 signed by a Trustee; and
 - 63.3.2 countersigned by the Secretary or by a second Trustee.

AUTHENTICATING DOCUMENTS

64. Establishing that documents are genuine

- 64.1 Any Trustee or the Secretary, has power to authenticate any of the following things, and to certify copies or extracts from them as true copies or extracts:
 - 64.1.1 any documents relating to St Christopher's constitution;
 - 64.1.2 any resolutions passed by the members, or by the Trustees or by a committee of Council; and
 - 64.1.3 any books, documents, records or accounts which relate to St Christopher's business.
- 64.2 This Article applies to a document which appears to be a copy of a resolution or an extract from the minutes of any meeting, and which is certified as a copy or extract as described in this Article. This document is conclusive evidence for anyone who deals with St Christopher's on the strength of the document that:
 - 64.2.1 the resolution has been properly passed; or
 - 64.2.2 the extract is a true and accurate record of the proceedings of a valid meeting.
- 64.3 Unless the Legislation prevents it, any books, documents or records which are held by St Christopher's in digital, imaged or other electronic form are valid books, documents or records and can be authenticated under this Article as if they were books, documents or records held in hard copy form.

ACCOUNTS

65. Proper Accounts must be Kept

- 65.1 Accounts shall be prepared in accordance with the Companies Act and relevant accounting standards and guidance.

66. Books must be Kept at the Office

- 66.1 The books of account must be kept at the Office or at other places decided by the Council. The books of account must always be open to inspection by the Trustees.

67. Accounts and Returns

- 67.1 The Council must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 67.2 Copies need not be sent to a person for whom St. Christopher's does not have a current address (as defined in The Companies Act 2006).
- 67.3 The deadline for sending out the accounts and reports (or summary financial statements) to those entitled under Article 67.1 is as follows:
- 67.3.1 the deadline for filing St. Christopher's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or
 - 67.3.2 the date on which St. Christopher's actually files the accounts and reports (or summary financial statements) with Companies House if earlier than the deadline set out in Article 67.3.1.
- 67.4 To the extent required by law or regulation, Council must file the accounts and reports (or summary financial statements) with Companies House, the Charity Commission and any other regulators of St Christopher's activities within any deadlines specified by law, the Charity Commission or other relevant regulator.
- 67.5 The Council must file with Companies House, the Charity Commission and any other regulator of St Christopher's activities all annual returns and other documents that are required to be filed, within any deadlines specified by law, the Charity Commission or other relevant regulator.

68. Appointment of Reporting Accountants or Auditors

- 68.1 St. Christopher's must appoint properly qualified reporting accountants or properly qualified auditors if the level of St. Christopher's income or assets from time to time makes this a legal requirement.
- 68.2 The Council is responsible for the appointment and removal of reporting accountants or qualified auditors, on the recommendation of the audit and risk committee.

NOTICES

69. Service of Notices

- 69.1 Subject to the Articles, anything sent or supplied by or to St. Christopher's 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 Act to be sent or supplied to St. Christopher's.
- 69.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the

means by which that Trustee has asked to be sent or supplied such notices or documents for the time being provided such means are reasonable.

69.3 Any notice to be given to or by any person pursuant to the Articles:

69.3.1 must be in writing, or

69.3.2 must be given in electronic form.

69.4 St. Christopher's may give notice to a Trustee either:

69.4.1 personally; or

69.4.2 by sending it by post in a prepaid envelope addressed to the Trustee at his or her address; or

69.4.3 by leaving it at the address of the Trustee; or

69.4.4 by giving it in electronic form to the Trustee's address; or

69.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website.

The notification must state that it concerns a notice of a meeting of the Council and must specify the place, date and time of the meeting. A Trustee who does not register an address with St. Christopher's or who registers a postal address that is not within the United Kingdom shall not be entitled to receive any notice from St. Christopher's.

69.5 A Trustee present in person at any meeting of St. Christopher's shall be deemed to have received notice of the meeting and of the purposes for which it was called.

69.6 Proof that the envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where St. Christopher's can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

70. Who is Entitled to Notice of General Meetings

70.1 Notice of every general meeting must be given to:

70.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given St. Christopher's an address for notices within the United Kingdom and have not consented to receiving notice by email);

70.1.2 the reporting accountants or auditor of St. Christopher's;

70.1.3 all Trustees; and

70.1.4 all those with rights of nomination to Council (if any).

70.2 No one else is entitled to receive notice of general meetings.

71. No requirement to send notices and other documents to untraceable members

- 71.1 Unless the Legislation requires it to do so, St Christopher's does not have to send notices, or any other communications to any member if any of these documents have been sent to the member's address for communications on two separate occasions and have been returned and, on at least one occasion, reasonable enquiries have failed to establish any new address for the registered member.

72. If documents are accidentally not sent

- 72.1 If any notice or other document relating to any meeting or other proceeding is accidentally not sent or is not received, the meeting or other proceeding will not be invalid as a result.

INDEMNITY

73. Indemnity

- 73.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which he or she may otherwise be entitled, St Christopher's shall indemnify any Trustee or former Trustee against all costs and liabilities incurred by him or her which relate to anything done or omitted, or alleged to have been done or omitted, by him or her as a Trustee.

WINDING UP

74. Trustees power to petition

The Trustees can present a petition to the Court in the name and on behalf of St Christopher's for St Christopher's to be wound up.