

Company No: 2155645

Charity No: 297540

The Companies Act 1985 to 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
of
THE VIRGIN FOUNDATION

(adopted by special resolution passed on
18 March 2024)

HARBOTTLE & LEWIS LLP
7 Savoy Court
London WC2R 0EX

Ref: 6/548/119124/46

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1. NAME

The company's name is **The Virgin Foundation** (and in these Articles it is called the "Charity")

2. INTERPRETATION

2.1 In these Articles:

"address"	means a postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
"the Articles"	means the Charity's Articles of Association;
"the Chairperson"	means the chairperson of the board of Trustees of the Charity (if any);
"Charities Acts"	means the Charities Acts 1992 to 2022 including any statutory modification or re-enactment thereof for the time being;
"clear days"	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"> • the day when the notice is given or deemed to be given; and • the day for which it is given or on which it is to take effect;
"the Commission"	means the Charity Commission for England and Wales;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
"company"	means a body corporate or partnership or an unincorporated association situate in any jurisdiction carrying on a trade, business or other activity with or without a view to profit;
"connected person"	means any person falling within one of the following categories: <ul style="list-style-type: none"> (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or

- (c) any person who carries on business in partnership with a Trustee or with any person in (a) or (b); or
- (d) an institution which is controlled by either a Trustee, any person in (a), (b) or (c), or a Trustee and any person in (a), (b) or (c), taken together;
- (e) a corporate body in which a Trustee or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form” and “electronic means”	have the meaning given in section 1168 of the Companies Act 2006;
“Independent Trustee”	means any Trustee who is not a Relevant Trustee;
“officers”	means the Trustees and the Secretary (if any);
“Relevant Trustee”	means: <ul style="list-style-type: none"> (a) any of the persons listed in (i) to (v) inclusive below: <ul style="list-style-type: none"> (i) Sir Richard Branson, together with the Trustees (acting in the capacity as such) of any settlement created by Sir Richard Branson of which he or any of the persons listed in (ii) below are the principal beneficiaries; (ii) any spouse of Sir Richard Branson or any child or remoter issue of his grandparents and any spouses of such child or remoter issue; (iii) the trustee or trustees for the time being of any settlement made by any person mentioned in (ii) above, acting in the capacity as such, where the principal beneficiaries are Sir Richard Branson or any

- persons mentioned in (ii) above;
and
 - (iv) any personal representative of Sir Richard Branson;
 - (b) anyone who is an employee or director of a Virgin Group Company; and
 - (c) anyone who has a beneficial interest in shares of a Virgin Group Company (except for an interest which is in less than 1% of the shares of a listed company);
- “the Seal”** means the common seal of the Charity if it has one;
- “Secretary”** means any person appointed to perform the duties of the secretary of the Charity
- “the Trustees”** means the Trustees of the Charity and **“Trustee”** shall be construed accordingly. The Trustees are charity trustees as defined by the Charities Acts;
- “the United Kingdom”** means Great Britain and Northern Ireland;
- “the Vice-Chairperson”** means the vice-chairperson of the board of Trustees of the Charity (if any); and
- “Virgin Company”** **Group** means each and every company (other than the Charity or any other company incorporated for exclusively or primarily charitable purposes) which either:
- (a) uses the word “Virgin” as part of its registered or trading name under licence from Virgin Enterprises Limited; or
 - (b) is controlled directly or indirectly by any of the persons listed in (i) to (v) inclusive below:
 - (i) Sir Richard Branson, together with the trustees (acting in the capacity as such) of any settlement created by Sir Richard Branson of which he or any of the persons listed in (ii) below are the principal beneficiaries;
 - (ii) any spouse of Sir Richard Branson or any child or remoter issue of his grandparents and

any spouses of such child or remoter issue;

- (iii) the trustee or trustees for the time being of any settlement made by any person mentioned in (ii) above, acting in the capacity as such, where the principal beneficiaries are Sir Richard Branson or any persons mentioned in (ii) above;
- (iv) any personal representative of Sir Richard Branson; and
- (v) any person acting as bare nominee, acting in the capacity as such, for any persons referred to in (i) to (iv) inclusive above; and

“writing”

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

3. LIMITED LIABILITY

- 3.1 The liability of the members is limited.
- 3.2 Every member of the Charity promises, if the Charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. OBJECTS

The objects for which the Charity is registered (the **“Objects”**) are: for the public benefit to advance such charitable purposes (according to the law of England and Wales) as the Trustees see fit from time to time.

5. POWERS

The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has the following powers:

- (a) any special powers related to the Objects;
- (b) to provide advice or information;
- (c) to carry out research and development work of any kind;
- (d) to co-operate with other bodies;
- (e) to support, administer or set up other charities;
- (f) to accept gifts and to raise funds (but not by means of taxable trading);
- (g) to borrow money;
- (h) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- (i) to acquire or hire property of any kind;
- (j) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- (k) to set aside funds for special purposes or as reserves against future expenditure;
- (l) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- (m) to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Trustees;
 - (ii) timely reports of all transactions are provided to the Trustees;
 - (iii) the performance of the investments is reviewed regularly with the Trustees;
 - (iv) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

- (vii) the financial expert must not do anything outside the powers of the Charity;
- (n) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- (o) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- (p) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (q) subject to Article 6, to employ paid or unpaid agents, staff or advisers;
- (r) to enter into contracts to provide services to or on behalf of other bodies;
- (s) to establish or acquire subsidiary companies; and
- (t) to do anything else within the law which promotes or helps to promote the Objects or is conducive or incidental to doing so.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall 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 member of the Charity, provided that nothing herein shall prevent any payment in good faith by the Charity:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for services rendered to the Charity and to any Trustee of the Charity being a solicitor or other person engaged in a profession who shall be entitled to charge and be paid all usual professional or other charges for work done in connection with the Objects;
 - (b) of interest on money lent by any member or Trustee or connected person to the Charity at a reasonable and proper rate;
 - (c) to any Trustee in re-imbursement of out-of-pocket expenses; or
 - (d) to a company of which a member of the Charity is a member holding not more than 1% of the capital of such company.
- 6.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 28.
- 6.4 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

6.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.6 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7. **MEMBERS**

7.1 The members of the Charity are those persons listed in the Charity's Register of Members.

7.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:

- (a) is prepared to act in the best interests of the Charity and to promote the Objects;
- (b) applies to the Charity in the form required by the Trustees (if any); and
- (c) is approved by the Trustees.

7.3 Unless the Trustees otherwise determine, a person is deemed to have applied for membership of the Charity, and that application is deemed to have been accepted by the Trustees, upon the appointment of that person as a Trustee without any further formality (including, without limitation, signing the Register of Members or applying or consenting in writing to become a member).

7.4 Membership of the Charity is not transferable.

7.5 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Register of Members.

7.6 Unless the Trustees resolve otherwise, membership is terminated if the member concerned:

- (a) not being a sole member, gives seven clear days' written notice of resignation of membership to the Charity; or
- (b) dies or (in the case of an organisation) ceases to exist; or
- (c) fails to pay any sum due within three months after the date of due payment (but in such a case the member may be reinstated on payment of the amount due); or
- (d) is removed from membership by resolution of the Trustees by reason of conduct inconsistent with membership of the Charity, provided that the Trustees must give the member not less than 21 clear days' notice of their intention to consider the resolution and the reasons why the resolution has been proposed and invite the member (or at the member's option, a representative of the member) to submit written representations before a decision is made; or

(e) ceases to be a Trustee.

8. CHAIRPERSON AND VICE-CHAIRPERSON

- 8.1 The Trustees may from time to time appoint any Trustee to be Chairperson of the Charity and may remove any Chairperson so appointed. There is no fixed term for the appointment of a Chairperson unless the Trustees so decide in relation to any person appointed as Chairperson.
- 8.2 The Trustees may from time to time appoint any Independent Trustee as Vice-Chairperson and may remove any Chairperson so appointed. Any such appointment will, unless the Trustees decide otherwise, last until the end of the first Trustees meeting following the third anniversary of the appointment. A person who is or has been Vice-Chairperson is eligible for re-appointment,

9. GENERAL MEETINGS

- 9.1 The Trustees may call a general meeting at any time on fourteen clear days notice.
- 9.2 A general meeting may be called by shorter notice if so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 9.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in a general meeting to such person as are under the Articles, entitled to receive such notice from the Charity. The notice should also contain a statement setting out the rights of the members to appoint a proxy under section 324 Companies Act 2006 and Article 12.
- 9.4 Notice of every general meeting shall be given in a manner authorised under Article 27 to:
- (a) every member except those members who (having no registered address in the United Kingdom) have supplied to the Charity neither an address within the United Kingdom for the giving of notice to them nor an address or number for notices in electronic form;
 - (b) the Trustees and the auditor or auditors for the time being of the Charity.

No other person shall be entitled to receive notices of general meetings.

- 9.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
- 9.6 Any member may participate in a general meeting by any suitable electronic means which permits each participant to hear each of the other participants addressing the meeting and, if they wish to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any member so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairperson is for that meeting. The Trustees may resolve that access to

any general meeting may be partially or only by teleconference or any other virtual format. It shall not be necessary for two or more members to be physically present in the same place for such a meeting to take place.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 Subject to Article 10.12, every member, whether an individual or a company shall have one vote. 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 person who is chairing the meeting is final.
- 10.2 No business shall be transacted at any general meeting unless a quorum is present.
- 10.3 A quorum is:
 - (a) three members present in person or by proxy; or
 - (b) one tenth of the total membership at that time;whichever is greater.
- 10.4 The Chairperson, or in their absence the Vice-Chairperson, shall preside as Chairperson at every general meeting of the Charity. If there is no such person or of neither is present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, they shall chair the meeting.
- 10.5 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the meeting must adjourn it.
- 10.6 The Chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the Chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 10.7 The Chairperson of the meeting must adjourn a general meeting if directed to do so by ordinary resolution of the members.
- 10.8 When adjourning a general meeting, the Chairperson of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 10.9 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 clear days' notice of it:
 - (a) to the same persons to whom notice of the Charity's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.

- 10.10 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 10.11 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting;
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 10.12 In the case of an equality of votes, the Vice-Chairperson shall have a second or casting vote. The Chairperson will not have a casting vote.
- 10.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 10.14 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. 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.
- 10.15 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 10.16 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 10.17 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.
- 10.18 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

11. CORPORATE REPRESENTATIVES

Any company which is a member of the Charity may by resolution of its Trustees or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which they represent as that company could exercise if it were an individual member of the Charity, provided that the company shall give written notice to the Charity of the name of any representative which will represent it at any general meeting.

12. CONTENT OF PROXY NOTICES

- 12.1 Proxies may be appointed by a notice in writing (a "**proxy notice**") which:

- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 12.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

13. DELIVERY OF PROXY NOTICES

- 13.1 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.
- 13.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 13.3 A 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.
- 13.4 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.

14. WRITTEN RESOLUTIONS

- 14.1 A resolution in writing or electronic form agreed by members holding a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the voting rights who would have been entitled to vote upon it had it been proposed at a general meeting shall be valid and effective as if the same had been passed at a general meeting of the Charity duly convened provided that a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution.
- 14.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

15. TRUSTEES

- 15.1 A Trustee must be a natural person aged 16 years or older.
- 15.2 Unless and until the Charity in general meeting shall otherwise determine the number of Trustees shall not be less than three or more than thirty.
- 15.3 The Trustees shall have power at any time, and from time to time, to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees, but so that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles.
- 15.4 The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee provided that the total number of Trustees shall not at any time exceed the number fixed in accordance with these Articles.
- 15.5 In selecting individuals for appointment as a Trustee, the Trustees and Members shall have regard to the skills, knowledge and experience needed for the effective administration of the Charity.
- 15.6 No Trustee shall vacate their office or be ineligible for re-appointment as Trustee nor shall any person be ineligible for appointment as Trustee by reason only of their having attained any particular age.
- 15.7 No person may act as a Trustee unless they:
- (a) are a member; and
 - (b) have signed a written declaration of willingness to act as a trustee of the Charity.

16. POWER OF TRUSTEES

- 16.1 The business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity (which shall include the power to make rules and bye-laws for the regulation of the Charity) unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 16.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

17. DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 17.1 A Trustee shall cease to hold office if they:
- (a) cease to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director or a trustee; or
 - (b) are disqualified from acting as a trustee by virtue of section 72 of the Charities Acts; or
 - (c) are subject to a bankruptcy order or a composition is made with that person's creditors generally in satisfaction of that person's debts; or

- (d) are in the written opinion of a registered medical practitioner who is treating that person physically or mentally incapable of acting as a trustee and may remain so for more than three months; or
- (e) are subject to a court order by reason of that person's mental health which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (f) resign as a Trustee by notice to the Charity and such resignation takes effect in accordance with its terms; or
- (g) are absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that their office be vacated; or
- (h) cease to be a member.

18. PROCEEDINGS OF TRUSTEES

- 18.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles. Any Trustee may call a meeting of the Trustees and the Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- 18.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Vice-Chairperson shall have a second or casting vote. The Chairperson has no casting vote.
- 18.3 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 18.4 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 18.5 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 18.6 The Chairperson, or in their absence the Vice-Chairperson, shall preside as Chairperson at every meeting of Trustees. If there is no such person or if neither is present within fifteen minutes of the time appointed for the meeting the a Trustee nominated by the Trustees shall chair the meeting.
- 18.7 Any Trustee or member of a committee of the Trustees may participate in a meeting of the Trustees or such committee by means of any suitable electronic means which permits each participant to hear each of the other participants addressing the meeting and, if they wish to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Trustee or member of a committee of the Trustees so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairperson is for that meeting.

- 18.8 A resolution in writing or in electronic form agreed and authenticated by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. A resolution in writing may comprise several documents containing the text of the resolution to each of which one or more Trustees has signified their agreement.

19. DELEGATION

- 19.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees. The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 19.2 A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be the chairperson of the meeting.
- 19.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Trustees present, and in the case of an equality of votes the person chosen to chair the meeting shall have a second or casting vote.
- 19.4 The Trustees may revoke or alter a delegation at any time.

20. REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless it is authorised by these Articles.

21. DECLARATION OF TRUSTEES' INTERESTS

A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must not vote on any decision where it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). The Chairperson or Vice-Chairperson may require any Trustee with such a conflict either to leave the meeting during the item of business to which the conflict relates or not to participate in all or part of the discussion of the matter concerned.

22. CONFLICTS OF INTERESTS

- 22.1 In the event that a Trustee has, or could have, a direct or indirect interest that conflicts with the interests of the Charity, the non-conflicted Trustees, if they form a quorum without counting the conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the

conflicted Trustee authorise the conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the conflicted Trustee, to:

- (a) continue to participate in discussions leading to the making of a decision, provided that the conflicted Trustee does not vote (whether at a meeting or by resolution in writing) on the decision giving rise to the conflict; or
- (b) disclose to a third party information confidential to the Charity; or
- (c) take any other action not otherwise authorised which does not involve the receipt by the conflicted Trustee or a connected person of any payment or material benefit from the Charity; or
- (d) refrain from taking any step required to remove the conflict.

22.2 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or connected person, only with the prior written consent of the Commission.

23. VALIDITY OF TRUSTEES' DECISIONS

23.1 Subject to Article 23.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

- (a) the vote of that Trustee; and
- (b) that Trustee being counted in the quorum;

the decision was made by a majority of the Trustees at a quorate meeting.

23.2 Article 23.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of Trustees if, but for Article 23.1, the resolution would have been void, or if the Trustee has not complied with Article 21.

24. THE SECRETARY

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the Trustees at any time.

25. SEAL

The Seal must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it

shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee or by one Trustee in the presence of a witness who attests the signature.

26. ACCOUNTS

- 26.1 The 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.
- 26.2 The Trustees must keep accounting records as required by the Companies Acts.

27. NOTICES

- 27.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 27.2 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 with such notices or documents for the time being.
- 27.3 Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
- 27.4 The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at their registered address or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Charity for the giving of notice to them; or
 - (c) by sending it in electronic form to the address or number for the time being notified for that purpose by the member to the Charity.
- 27.5 Where a notice is
- (a) served personally in the case of personal service, the notice shall be deemed effective at the time of delivery
 - (b) served by post, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected at the expiration of forty-eight hours after the letter containing the same is posted.
 - (c) served in electronic form, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the

notice and to have been effected at the expiration of forty-eight hours after the transmission containing the same is sent.

- 27.6 A document or information including notices of general meetings may only be sent by the Charity by electronic form in accordance with the provisions of the Companies Acts to a member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.
- 27.7 A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, when required, of the purposes for which it was called.

28. INDEMNITY

- 28.1 The Charity shall indemnify any Trustee or former Trustee against any liability incurred by them in that capacity, to the extent permitted by these Articles and by sections 232 to 234 of the Companies Act 2006.

29. DISSOLUTION

- 29.1 The members (or failing resolution by the members the Trustees) of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects;
 - (b) to some other charitable society, institution or organisation having objects similar to those of the Charity and which shall be established for charitable purposes only and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Charity by these Articles, or
 - (c) if Article 29.1(a) or Article 29.1(b) cannot be effected, some charitable object.
- 29.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and if no resolution in accordance with Article 29.1 is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.