

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

GREENSLEEVES HOMES TRUST

Incorporated 8th October 1996

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(Adopted by a Special Resolution dated 19 May 2022)

INTERPRETATION

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1.1. In these Articles:

the Articles	means these Articles of Association of the Charity;
Auditor	means a person appointed to conduct an examination and verification of the Charity's accounts and includes a reporting accountant appointed in accordance with the Statutes;
The Board	means the board of trustees of the Charity who are the directors of the Charity for the purposes of the Companies Acts and the charity trustees for the purposes of Section 177 of the Charities Act 2011;
CA 2006	means the Companies Act 2006;
Charitable Purposes	means purposes which are charitable in accordance with the law of England and Wales;
The Charity	means the above Company;
Charity Commission	means the Charity Commission for England and Wales (or such other organisation as replaces it or is given authority to act as regulator for charities in England and Wales);
clear days	in relation to the period of a notice means the period excluding 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;
Companies Acts	means the Companies Acts (as defined in

	Section 2 of the Companies Act 2006) in so far as they apply to the Charity;
electronic communication	means the same as in the CA 2006;
electronic form	has the meaning in section 1168(3) of the CA 2006;
Executed	includes any mode of execution;
hard copy	has the meaning in section 1168(2) of the CA 2006;
Members	means all persons who are members of the Charity and who have the right to vote at general meetings of the Charity;
the Memorandum	means the Memorandum of Association of the Charity;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these Articles;
Month	means a calendar month;
Office	means the registered office of the Charity;
the seal	means the common seal of the Charity if it has one;
Secretary	means the company secretary of the Charity (if one is appointed) or any other person appointed to perform the duties of the company secretary of the Charity;
Statutes	means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts;
Trustee	means a director and member of the Board of the Charity; and
the United Kingdom	means Great Britain and Northern Ireland.

1.2. Any reference to:

1. a statute or statutory provision includes a reference to the statute or statutory provision as modified or re-enacted or both from time to time, and to any subordinate legislation made under it;
 2. the singular includes the plural and vice versa and the masculine includes the feminine and the neuter genders and vice versa;
 3. a *person* includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, government or state agencies, local authorities, public bodies, foundations and trusts (in each case whether or not having separate legal personality); and
 4. *writing* is a reference to any method of representing or reproducing words in a legible and non-transitory form.
- 1.3. Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Statutes (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Charity) shall bear the same meaning in the Articles.

APPLICATION OF MODEL ARTICLES

- 2 The Model Articles shall not apply to the Charity and are hereby excluded in their entirety.

OBJECTS AND POWERS OF THE CHARITY

- 3 The objects for which the Charity is established are:
- (a) The relief of persons who are in need by reason of age, ill-health or disability by the provision, or assistance in the provision, of accommodation and associated facilities, services and amenities or by such other means as may be charitable; and
 - (b) such other purposes for the benefit of the community as shall be exclusively charitable,
- in each case for the public benefit.
- 4 In furtherance of the above objects but not further or otherwise the Charity shall have the following powers:
- (a) to print and publish any newspapers, periodicals, books, articles or leaflets;
 - (b) to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
 - (c) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity subject to such consents as may be required by law;
 - (d) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;

- (e) to borrow or raise money for the objects of the Charity on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (f) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Charity;
- (g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Charity shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;
- (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (i) to invest in its own name or in the name of nominees moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (j) to delegate upon such terms and with such remuneration as the Charity shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the fore-going sub-clause (i) Provided Always that:
 - i. the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;
 - ii. the Charity shall authorise the managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Charity and the Charity shall use its best endeavours to ensure that those guidelines are observed;
 - iii. the Managers shall be under a duty to report promptly to the Charity any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every three months;
 - iv. the Charity shall at all times be free forthwith to review alter or determine such delegation and the terms thereof; and
 - v. the Charity shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Charity to undertake such review within the said period of 12 months shall not invalidate the delegation;
- (k) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Charity provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- (l) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;

- (m) to undertake and execute charitable trusts;
- (n) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being Trustees whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity;
- (o) subject to the provisions of Article 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (p) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles;
- (q) to make and alter such rules and regulations as may be requisite for the efficient management development and administration of the Charity;
- (r) to pay out of funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity;
- (s) to give indemnities; and
- (t) to do all such other lawful things as will further the attainment of the objects of the Charity of any of them.

RESTRICTIONS ON BENEFITS

- 5 The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no Trustee shall without the prior written permission of the Charity Commission be appointed to any office of the Charity paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Charity.

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

- (a) of reasonable and proper remuneration to any member, officer, servant or consultant of the Charity (not being a Trustee of the Charity) for any services rendered to the Charity and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such member, officer, servant or consultant of the Charity;
- (b) to any Trustee who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by them or their firm when instructed by the other Trustees to act in that capacity on behalf of the Charity provided that:

- i. they shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relative discussion;
 - ii. they shall not vote on any resolution relating to the employment or remuneration of such firm or company; and
 - iii. the other Trustees are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Charity;
- (c) of interest on money lent by a Member of the Charity or its Trustees at a rate per annum not exceeding 2 per cent less than the base lending rate prescribed for the time being by a major London Clearing Bank or 3 per cent whichever is the greater;
 - (d) to any Trustee of reasonable and proper out-of-pocket expenses;
 - (e) to a company of which a Member of the Charity or a Trustee may be a member holding not more than one hundredth part of the capital of such company;
 - (f) of reasonable and proper rent for premises demised or let by any Member of the Charity or by any Trustee; and
 - (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act of default of the Trustees (or any of them) in relation to the Charity provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default; and shall be subject to the restrictions contained in sections 232 and 236 of the CA 2006. All the Trustees may vote on this issue notwithstanding that they have an interest in the insurance policy,

and none of the above arrangements or transactions shall constitute a breach by a Trustee of their duty under section 175 of the CA 2006.

- 6 The liability of the Members is limited to a sum not exceeding £1.00.

PROCEDURE FOR CHANGE OF NAME

- 7 The Charity may change its name by a resolution of the Board.

MEMBERSHIP OF THE CHARITY

- 8 The number of Members with which the Charity proposes to be registered is unlimited.
- 9 The Members shall be:
 - 9.1. the subscribers to the Memorandum;
 - 9.2. the Trustees; and

- 9.3. such other persons as the Board shall admit to membership as a Member from time to time when those persons are appointed or seeking appointment as Trustees.
- 10 Except in respect of the subscribers to the Memorandum, every application for membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
- 11 The Board shall admit to membership such persons as it shall think fit and the Board may from time to time prescribe (and vary) criteria for membership. The Board shall not be obliged to give reasons for refusing to accept any person as a Member.
- 12 Membership shall not be transferable and a Member shall cease to be a Member:
- 12.1. in the case of a natural person, on death or bankruptcy;
- 12.2. in the case of a member who is a Trustee, on ceasing to be a Trustee for whatever reason;
- 12.3. if by notice in writing to the Secretary signed by or on behalf of the Member, the Member resigns. The Member is deemed to have resigned when the letter of resignation is received at the Office;
- 12.4. by unanimous vote of the Board or, if there shall be more than six Trustees, by resolution of the Board passed by a majority of not less than 3/4ths of the Trustees present and voting at the meeting of the Board convened for the purpose. A resolution to terminate a Member's membership of the Charity shall not be passed unless the Member has been given not less than 14 days' notice of the meeting of the Board at which the matter is to be considered and has been afforded a reasonable opportunity of being heard by or of making a written representation to the Board prior to the Board voting the resolution; or
- 12.5. when these Articles come into force any person who was formerly a member of the Charity under any previous set of Articles, but does not fall within the criteria for membership in these Articles, namely being a subscriber to the Memorandum or a Trustee, shall cease to be a member immediately.

GENERAL MEETINGS

- 13 The Board may call general meetings.
- 14 If there are not within the United Kingdom sufficient Trustees under clause 47 to call a general meeting, any Trustee or a Member may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 15 All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the Members.
- 16 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall also comply with the provisions of section 325(1) of the CA 2006 which requires that each Member is informed of their right to appoint another person as their proxy to exercise all or any of their rights to

attend and to speak and vote at a meeting of the Charity. The notice shall be given to all Members, Trustees, patrons, honorary officers, and the auditor.

PROCEEDINGS AT GENERAL MEETINGS

- 17 No business shall be transacted at any general meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a Member, shall constitute a quorum.
- 18 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
- 19 The Chair, or Vice Chair, if any, of the Board or in their absence some other Member nominated by the Board shall preside as chair of the meeting, but if neither the Chair or Vice Chair nor such Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be chair.
- 20 If there is no Chair or Vice Chair and no other Member is willing to act as chair, fifteen minutes after the time appointed for holding the meeting, then those Members present shall choose one of their number to be chair.
- 21 The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given in any manner in which notice of a meeting may lawfully be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 22 A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:
 - 22.1. by the chair; or
 - 22.2. by at least two Members present in person or by proxy.
- 23 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 24 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 25 A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be Members) and 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.

- 26 A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be not be entitled to a casting vote. The motion shall be deemed not carried, but may be put to the vote again immediately or at some future meeting.

WRITTEN RESOLUTIONS

- 28 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 a copy of the proposed resolution has been circulated to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 29 Neither a resolution removing a Trustee before the expiration of their period of office nor a resolution removing an auditor before the expiration of their term of office can be passed as a written resolution.
- 30 At the absolute discretion of the Board and subject to notification being given to the Charity, a person entitled to be present at a general meeting may participate by means of electronic communications whereby all persons participating in the meeting can understand and communicate with each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Such a meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

VOTES OF MEMBERS

- 31 Subject to Article 32, every Member shall have one vote.
- 32 No Member shall debate or vote (whether in person or by proxy) on any matter in which they are personally interested without the permission of the majority of the persons present and voting.
- 33 Any Member entitled to attend and vote at any meeting of the Charity shall be entitled to appoint another person (whether a Member or not) as their proxy to attend and vote (by show of hands or poll) instead of them.
- 34 The instrument appointing a proxy shall be signed by the appointer or their attorney in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Board may approve:

GREENSLEEVES HOMES TRUST

I [Member's name and address] being a Member of the above-named company hereby appoint

[name and address of proxy holder] or failing them,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the [Adjourned] General Meeting of the above-named company to be held on the day of and at any adjournment thereof.

Signed [name] this day of

- 35 The appointment of a proxy and any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy shall:
- 35.1. in the case of an appointment in hard copy form, be delivered personally or by post to the Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which it relates; or
- 35.2. in the case of an appointment in electronic form, be received at an address specified (or is deemed by a provision in the CA 2006 to have been specified) by or on behalf of the Charity for the purpose of receiving documents or information in electronic form:
- 35.2.1 in, or by way of note to, the notice convening the meeting;
- 35.2.2 in any form of proxy sent by or on behalf of the Charity in relation to the meeting; or
- 35.2.3 in any invitation in electronic form to appoint a proxy issued by or on behalf of the Charity in relation to the meeting,
- not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to which it relates; or
- 35.3. in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or
- 35.4. in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be delivered in hard copy form at the meeting at which the poll was demanded to the chair or to the secretary or to any Trustee,
- and in calculating the periods referred to in this Article 35, no account is to be taken of any part of a day which is not a working day.
- 36 In default of the provision of Article 35 the instrument of proxy shall be invalid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 37 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 38 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 39 A vote cast or a poll demanded by a proxy shall not be rendered invalid by reason of the death or mental disorder of the appointor or by the termination or revocation of the proxy or the authority under which the proxy was executed unless notice of such death, mental disorder, termination or revocation shall have been received by the Charity not later than the latest time at which the proxy would need to have been delivered to or received by the Charity in order to be valid for use at the meeting or adjourned meeting at which the proxy is used, or in the case of a poll, not later than the latest time at which the proxy would need to have been delivered to or received by the Charity to enable the proxy to vote on the poll. Such notice of termination shall be either by means of an instrument in hard copy form, delivered to the Office or in electronic form received at the address (if any) specified by or on behalf of the Charity in accordance with Article 35.2, regardless of whether any relevant proxy appointment was effected by means of an instrument in hard copy or electronic form.

THE BOARD

- 40 The number of Trustees shall be not less than three but not more than thirteen.
- 40.1. The Trustees shall be those persons named in the statement delivered to the Registrar of Companies pursuant to the Companies Acts, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed by resolution of the Board. Trustees must be Members of the Charity.
- 40.2. Trustees shall be appointed for fixed terms of office of four years. A Trustee may serve for no more than two consecutive terms of four years. The persons eligible for election as Trustees shall be either:
- 40.2.1 A Trustee whose first term of office is expiring; or
- 40.2.2 A person who has been nominated by a Member and seconded by another Member and who has agreed to hold office.
- 40.3. The Trustees shall have power at any time to appoint a person to be a Trustee, either to fill a casual vacancy, or as an addition to the existing Trustees, except that the total number of Trustees shall not at any time exceed the maximum number fixed by or in accordance with the Articles. Any Trustee so appointed shall be entitled to serve for a maximum period of eight years commencing with the date of their appointment.
- 41 Except to the extent permitted by the Articles, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.
- 42 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board (or its committees or sub-committees) or general meetings or otherwise in connection with the discharge of their duties.

POWERS OF THE BOARD

- 43 Subject to the provisions of the Statutes, the Articles and to any directions given by a resolution of the Members, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity and do on behalf of the Charity all such acts as may be exercised and done by the Charity and are not by the Statutes or by the Articles required to be exercised by the Charity in general meeting. No alteration to the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 44 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 45 The Board shall have power from time to time to make, repeal and alter regulations for the proper conduct and management of the Charity, any committee and any other matters arising under the Articles.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 46 A Trustee shall cease to hold office if they:
- 46.1. cease to be a Trustee by virtue of any provision in the Statutes or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 or is otherwise prohibited by law from being a Trustee;
 - 46.2. become incapable by reason of mental disorder of managing and administering their own affairs;
 - 46.3. resign their office by notice to the Charity (but only if at least two Trustees will remain in office when the notice or resignation is to take effect);
 - 46.4. are absent without the permission of the Board from three consecutive meetings and the Board resolve that their office be vacated;
 - 46.5. cease for whatever reason to be a Member of the Charity; or
 - 46.6. (subject to the Trustee's right to protest removal under the Statutes) are removed for good cause by resolution of the Board.

PROCEEDINGS OF THE BOARD

- 47 Subject to the provision of the Articles, the Board may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Two Trustees may call a meeting of the Board, and if they ask the Secretary to call a meeting they must do so. Notice of a Board meeting shall be deemed to be properly given to a Trustee if it is given to them personally or by word of mouth or sent to them in hard copy form at their last known address or any other address given by them to the Charity for this purpose or sent in electronic form to them at an address given by them to the Charity for this purpose. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall

not have a second or casting vote. The motion shall be deemed not carried but may be put to the vote again immediately or at some future meeting.

- 48 The quorum for the transaction of the business of the Board shall be three.
- 49 The Board may act notwithstanding any vacancies but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies by calling a Board meeting to appoint new Trustees, or of calling a general meeting.
- 50 The Board may from time to time elect a Chair and a Vice Chair of their meetings and may at any time remove either of them from that office. Unless they are unwilling to do so, the Chair or in their absence the Vice Chair so appointed shall preside at every meeting of Board at which they are present. But if there is no Trustee holding either office or if the Trustee holding the relevant office is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
- 51 The Board may delegate any of its powers or the implementation of any of its resolutions to any person or committee provided that:
- 51.1. the resolution making that delegation shall specify the name or title of the person or the names of those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to co-opt persons up to a specified number);
 - 51.2. the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number as the resolution may specify;
 - 51.3. the quorum for the conduct of business of the committee shall be two Trustees; and
 - 51.4. the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
- 52 All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the committee (as the case may be) and had been entitled to vote.
- 53 Instead of taking a decision at a meeting of the Trustees, a decision of the Trustees can be taken when all eligible Trustees indicate to each other by any means that they share a common view on a matter provided that the eligible Trustees taking such a decision would have formed a quorum had a meeting of the Trustees been held. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Trustee or to which each eligible Trustee has otherwise indicated agreement in writing (including email). Otherwise, such a decision must be recorded in writing and signed by the Chair to confirm that agreement of all eligible Trustees has been obtained. References in this Article to "eligible Trustees" are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.

- 54 Trustees and members of any committee may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or a committee (as the case may be) duly convened and held with such persons physically present.
- 55 A Trustee must declare the nature and extent of any interest direct or indirect, whether personal or by virtue of a duty of loyalty or otherwise, which that Trustee has in a proposed transaction or arrangement with the Charity before that transaction or arrangement is entered into or which the Trustee has in any existing transaction or arrangement already entered into by the Charity which has not been previously declared. That Trustee shall provide sufficient information to the other Trustees to enable them to properly debate the matter and shall be absent from that part of the meeting at which the matter is discussed and shall not be counted in the quorum for that part of the meeting and shall have no vote on the matter.
- 56 In accordance with the requirements set out in Articles 57 to 59.2 inclusive, the Trustees may authorise any matter proposed to them by any Trustee which would, if not authorised, constitute a breach of the duty to avoid conflicts of interests under section 175 of the CA 2006 ('Conflict').
- 57 Any authorisation under Article 56 will be effective only if:
- 57.1. the matter in question shall have been proposed by any Trustee for consideration at a meeting of Trustees in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
 - 57.2. any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Trustee in question and the Trustee concerned shall be absent from that part of the meeting at which the matter is discussed;
 - 57.3. the matter was agreed to without their voting or would have been agreed to if their vote had not been counted; and
 - 57.4. the Trustees, other than the Trustee concerned, consider that it is in the interests of the Charity to authorise the Conflict.
- 58 Any authorisation of a Conflict under Article 56 may (whether at the time of giving the authorisation or subsequently):
- 58.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - 58.2. be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may in their absolute discretion determine; and
 - 58.3. be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.

- 59 In authorising a Conflict the Trustees may decide (whether at the time of giving the authorisation or subsequently) that if a Trustee has obtained any information through their involvement in the Conflict otherwise than as a Trustee of the Charity and in respect of which they owe a duty of confidentiality to another person the Trustee is under no obligation to:
- 59.1. disclose such information to the Trustees or to any Trustee or other officer or employee of the Charity; nor
 - 59.2. use or apply any such information in performing their duties as a Trustee, where to do so would amount to a breach of that confidence.
- 60 Where the Trustees authorise a Conflict:
- 60.1. the Trustee will be obliged to conduct themselves in accordance with any terms imposed by the Trustees in relation to the Conflict;
 - 60.2. the Trustee will not infringe any duty they owe to the Charity by virtue of sections 171 to 177 of the CA 2006 provided they act in accordance with such terms, limits and conditions (if any) as the Trustees impose in respect of its authorisation; and
 - 60.3. neither the Trustee nor any Connected Person may receive any direct or indirect benefit as a result of the authorised Conflict other than a benefit which is authorised under Article 5.

OFFICERS

- 61 The Board:
- 61.1. may appoint a Secretary. If no Secretary is appointed, the duties of the Secretary shall be carried out by one of the Trustees or such other person as is duly appointed by the Board to carry out those duties; and
 - 61.2. may appoint or engage a treasurer, a deputy company secretary and such other officers as they shall see fit,
- and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed or engaged.

MINUTES

- 62 The Board shall ensure that minutes are kept:
- 62.1. of all appointments of officers made by the Board; and
 - 62.2. of all proceedings at meetings of the Charity and of the Board and of committees and sub-committees of the Board including the names of those present at such meetings.

THE SEAL

- 63 The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. 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 or by a second Trustee.

BANK ACCOUNTS

- 64 Any bank account in which any part of the assets of the Charity is deposited shall indicate the name of the Charity. The Board shall have power to make regulations from time to time (and to rescind, alter or vary such regulations) dealing with the financial controls of the Charity including (but not by way of limitation) rules for the operation of accounts, the signing of cheques or orders for payment of money and electronic banking.

ACCOUNTS

- 65 Accounting records sufficient to show and explain the transactions and assets and liabilities of the Charity and otherwise complying with the Statutes shall be kept at the Office or such other place within the United Kingdom as the Board thinks fit.
- 66 Subject to the requirements of the Statutes, the Charity may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Charity may be inspected by Members and subject to those restrictions the books and accounts shall be opened to inspection by Members at all reasonable times during usual business hours.

AUDIT

- 67 The Board shall comply with their obligations under the Charities Act 2011 and the Statutes with regard to the audit of accounts and if required by the Statutes shall appoint an auditor whose duties shall be regulated in accordance with the Charities Act 2011 or the Statutes.

ANNUAL REPORT AND ANNUAL RETURN

- 68 The Board shall comply with their obligations under the Charities Act 2011 with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commission, and also their obligations under the Statutes.

NOTICES

- 69 Notwithstanding anything to the contrary in these Articles, any notice or other document or information sent or supplied by or to the Charity (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a Member, or to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Charity, may be sent or supplied in any way in which the CA 2006 provides for documents or information to be sent or supplied by or to the Charity for the purposes of the Statutes and in particular by the Charity making them available on a website.
- 70 A notice or other document or information sent in electronic form shall not be treated as received by the Charity if it is rejected by computer virus protection arrangements.
- 71 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

- 72 The provision of the CA 2006 shall apply to the deemed delivery of documents and information sent by the Charity.
- 73 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

INDEMNITY

- 74 Subject to the provisions of the Statutes but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.
- 75 The Board shall have power to resolve pursuant to Article 5(g) to effect indemnity insurance notwithstanding their interest in such policy.

FRIENDS ORGANISATIONS

- 76 The Board may in its discretion permit the formation of Friends Organisations set up by persons supporting and furthering the objects of the Charity, and may permit the name of the Charity to be used by such organisations. Friends Organisations shall operate in such form, and shall have such purposes, functions, powers and duties as the Board shall in writing approve.

WINDING-UP

- 77 Every Member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Charity contracted before they cease to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).
- 78 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to Royal Voluntary Service if it shall be in existence at the date of such winding up or dissolution and if not then to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 5, such institution or institutions to be determined by Members of the Charity at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Trustees for some other charitable purpose or purposes.