

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

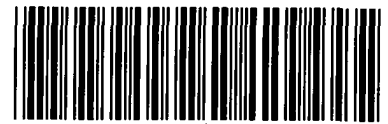
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- OF -

ASYLUM WELCOME

FRIDAY



AAD70QYB

A05

17/09/2021

#175

COMPANIES HOUSE

1 Definitions and Interpretation

1.1. In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

| | |
|-------------------------|---|
| Address | 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; |
| Articles | the Charity's articles of association; |
| Charity | the charitable company intended to be regulated by these Articles, being Asylum Welcome of registered company no. 04361627 and charity number 1092265; |
| Charities Act | the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force; |
| Clear Days | in relation to a period of notice, a 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; |
| Commission | the Charity Commission for England and Wales; |
| Companies Act | the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force; |
| Connected person | <p>includes the following:</p> <ol style="list-style-type: none">a child, parent, grandchild, grandparent, brother or sister of a Trustee;the spouse or civil partner of a Trustee or of any person falling within (b) above;a person carrying on business in partnership with a Trustee or with any person falling within (a) or (b) above;an institution which is controlled:<ol style="list-style-type: none">by a Trustee or any connected person falling within (a), (b) or (c) above; orby two or more persons falling within d(i), when taken together;a body corporate in which:<ol style="list-style-type: none">a Trustee or any connected person falling within (a) to (c) has a substantial interest; or |

- ii. two or more persons falling within (e)(i) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act apply for the purposes of this definition.

| | |
|----------------------------|---|
| document | any document sent or supplied in electronic form; |
| electronic form | as defined in section 1168 of the Companies Act; |
| Member | a person who is a subscriber to the Memorandum or who is admitted to the Charity's membership in accordance with the Articles; |
| Memorandum | the Charity's memorandum of association; |
| Model Articles | the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229); |
| Objects | the objects of the Charity as set out in article 4; |
| Officers | the Trustees and the Secretary (if any); |
| Ordinary resolution | a resolution of the Members that is passed: <ul style="list-style-type: none"> a. if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members; b. on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; c. on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who vote in person, by proxy or in advance. |
| Seal | the common seal of the Charity if it has one; |
| Secretary | any person appointed to perform the duties of the secretary of the Charity; |
| Special resolution | a resolution of the Members that is passed: <ul style="list-style-type: none"> a. if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members; b. on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote; c. on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who vote in person, by proxy or in advance; and |
| Trustees | the trustees of the Charity, including any person occupying the position of trustee, by whatever name called, the Trustees being directors as defined in the Companies Act; |
| UK | the United Kingdom of Great Britain and Northern Ireland. |

- 1.2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act.
- 1.3. A reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

- 1.4. All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.5. Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.6. The Model Articles shall not apply to the Charity.

2 Name and registered office

- 2.1. The name of the Charity is Asylum Welcome.
- 2.2. The registered office of the Charity is to be situated in England and Wales.

3 Objects

- 3.1. The charity's objects (**Objects**) are specifically restricted to the following:
 - 3.1.1. To provide charitable assistance, operating principally from Oxfordshire, for the relief of poverty, sickness and distress and for educational purposes, for the benefit of asylum seekers, refugees and vulnerable migrants who have a humanitarian need for assistance in the UK, including those detained within the legal or penal system.

4 Powers

- 4.1. The Charity has the 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:
 - 4.1.1. to accept any gift or transfer of money or any other property whether or not subject to any special trust;
 - 4.1.2. to raise funds;
 - 4.1.3. to purchase or form trading companies alone or jointly with others;
 - 4.1.4. to erect, buy, take on lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 4.1.5. to sell, lease or otherwise dispose of all or any part of property in which the Charity has an interest, provided that in doing so it complies with the Charities Act;
 - 4.1.6. subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
 - 4.1.7. to co-operate with other bodies, including for-profit organisations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 4.1.8. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 4.1.9. to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
 - 4.1.10. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

- 4.1.11. to set aside funds for special purposes or as a reserve against future expenditure in accordance with a written policy about reserves;
- 4.1.12. to employ and remunerate such staff as are necessary for carrying out the work of the Charity, to the extent it is permitted to do so by article 6;
- 4.1.13. to deposit or invest funds, employ a professional fund manager and arrange for the Charity's investments or other property to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.1.14. to insure and arrange insurance cover in respect of the Charity, its property and assets and to protect the Charity, its employees, volunteers or Members as required;
- 4.1.15. to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, the Charities Act;
- 4.1.16. to undertake and support research into any aspect of the Objects and the Charity's work and to disseminate and exchange the results of any such research;
- 4.1.17. to act as trustee of any trust;
- 4.1.18. to make any charitable donation either in cash or assets; and
- 4.1.19. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.

5 Application of Income and Property

- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2. A Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Charity.
- 5.3. 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.
- 5.4. A Trustee may receive an indemnity from the Charity in the circumstances specified in article 23.
- 5.5. A Trustee may not receive any other benefit or payment unless it is authorised by article 6.
- 5.6. Subject to article 6, 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. This does not prevent a Member who is not also a Trustee receiving:
 - 5.6.1. a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or
 - 5.6.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

6 Benefits and Payments to Trustees and Connected Persons

General provisions

- 6.1. No Trustee or connected person may:
- 6.1.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 6.1.2. sell goods, services, or any interest in land to the Charity;
 - 6.1.3. be employed by, or receive any remuneration from, the Charity; or
 - 6.1.4. receive any other financial benefit from the Charity,

unless the payment is permitted by this article 6, or authorised by the court or the prior written consent of the Commission has been obtained.

- 6.2. In this article a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

- 6.3. A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
- 6.4. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act.
- 6.5. Subject to article 6.9, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.
- 6.6. A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England interest rate (also known as the **base rate**).
- 6.7. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.8. 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.

Payment for supply of goods only – controls

- 6.9. The Charity and its Trustees may only rely upon the authority provided by article 6.5 if each of the following conditions is satisfied:
- 6.9.1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods (the **Supplier**) under which the supplier is to supply the goods in question to or on behalf of the Charity.
 - 6.9.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- 6.9.3. The other Trustees are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- 6.9.4. The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the Charity.
- 6.9.5. The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 6.9.6. The reason for their decision is recorded by the Trustees in their minutes.
- 6.9.7. A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this article 6.
- 6.10. In this article 6, **charity** includes any company in which the Charity:
 - 6.10.1. holds more than 50% of the shares;
 - 6.10.2. controls more than 50% of the voting rights attached to the shares; or
 - 6.10.3. has the right to appoint one or more Trustees to the board of the company.

7 Conflicts of Interest and Conflicts of Loyalty

- 7.1. 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 absent themselves from any discussions of the Trustees in which 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).
- 7.2. If a conflict of interests 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 interests where the following conditions apply:
 - 7.2.1. the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 7.2.2. the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 7.2.3. the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 7.3. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

8 Limited liability of Members

- 8.1. The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a member, for:

- 8.1.1. payment of the Charity's debts and liabilities incurred before they cease to be a Member;
- 8.1.2. payment of the costs, charges and expenses of winding up; and
- 8.1.3. adjustment of the rights of the contributories among themselves.

9 Surplus Assets

- 9.1. If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Charity (the Charity's surplus assets), the same shall not be paid to or distributed among the Members, but shall be given or transferred in accordance with this Article 9.
- 9.2. The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - 9.2.1. directly for the Objects; or
 - 9.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 9.2.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 9.3. Subject to any such resolution of 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 made for them, shall be applied in one of the ways set out in article 9.2 above.
- 9.4. If no resolution is passed by the Members or the Trustees under articles 9.2 or 9.3, the Charity's surplus assets shall be applied for charitable purposes as directed by the court or the Commission.

10 Trustees

- 10.1. A Trustee must be a natural person aged 16 years or older.
- 10.2. No one may be appointed a Trustee if they would be disqualified from acting under the provisions of article 11.8.
- 10.3. The number of Trustees appointed at any one time shall be not less than 5 and not more than 13.
- 10.4. The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity.
- 10.5. The Trustees may at any time co-opt up to 3 persons to act as Trustees, provided they are duly qualified to be appointed as a Trustee. A co-opted Trustee shall hold office only until the next AGM, at which point their co-option must be approved by ordinary resolution of the Members. The date of the AGM at which a co-opted Trustee is appointed by the Members shall be the start of that Trustee's first term for the purposes of article 11.2.
- 10.6. A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

Powers of Trustees

- 10.7. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity, unless they are subject to any restrictions imposed by the Companies Act, the Articles or any special resolution.

- 10.8. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 10.9. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

11 Appointment and Removal of Trustees

Appointment of Trustees

- 11.1. A person who is willing to act as a Trustee may be appointed by:
 - 11.1.1. a simple majority of the Trustees; or
 - 11.1.2. an ordinary resolution of the Members.
- 11.2. A Trustee appointed by the Trustees may only serve office until the next AGM, at which point they must retire and Members shall have the opportunity to appoint them as a Trustee. The date of that AGM shall constitute the first day of that Trustee's term for the purposes of articles 11.3 to 11.5.
- 11.3. Trustees shall be appointed for terms of three years and a Trustee who has served their term must retire at the next meeting of the Trustees that occurs nearest to the expiry of their term.
- 11.4. Subject to Article 11.5, a retiring Trustee who remains eligible may be re-appointed for a maximum of three consecutive terms of office including their initial term.
- 11.5. The Trustees may, in circumstances which they consider to be exceptional, permit one or more of the Trustees to serve one or more additional consecutive terms of office, provided that any such further appointment may only take effect with the consent of at least 75% of the other Trustees.
- 11.6. The appointment of a Trustee must not cause the number of Trustees to exceed the maximum number of Trustees.

Removal of Trustees

- 11.7. The Trustees may remove any Trustee before the expiration of his period of office by a resolution at a meeting of the Trustees passed by all of the Trustees (excluding the Trustee whose proposed removal is the subject of the resolution) provided that:
 - 11.7.1. the Trustee proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
 - 11.7.2. the Trustee or, at the option of the Trustee, the Trustee's representative, who need not be a Trustee or Member, has been permitted to make representations to the meeting; and
 - 11.7.3. the Trustees passing the resolution determine that it is in the best interests of the Charity to do so.

Retirement or Disqualification of Trustees

- 11.8. A Trustee shall automatically cease to hold office if they:
 - 11.8.1. cease to be a Trustee by virtue of any provision in the Companies Act or are prohibited by law from being a Trustee;
 - 11.8.2. are disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act;

- 11.8.3. cease to be a Member;
- 11.8.4. in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 11.8.5. resign as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 11.8.6. are absent without the permission of the Trustees from all their meetings held within a period of 6 consecutive months and the Trustees resolve that their office be vacated.

12 Proceedings of the Trustees

Voting

- 12.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 12.2. Any Trustee may call a meeting of the Trustees.
- 12.3. The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- 12.4. Questions arising at a meeting shall be decided by a majority of votes.
- 12.5. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 12.6. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

Quorum

- 12.7. 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. **Present** includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 12.8. The quorum shall be three 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.
- 12.9. 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.
- 12.10. If the number of Trustees is less than the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

Chairing meetings

- 12.11. The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 12.12. If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within 10 minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 12.13. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to them by the Trustees.

- 12.14. A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the 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 duly convened and held.
- 12.15. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

13 Validity of Trustees' decisions

- 13.1. Subject to article 13.2, 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:
 - 13.1.1. who was disqualified from holding office;
 - 13.1.2. who had previously retired or who had been obliged by the constitution to vacate office; or
 - 13.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,if without:
 - 13.1.4. the vote of that Trustee; and
 - 13.1.5. that Trustee being counted in the quorum,the decision would have been made by a majority of the Trustees at a quorate meeting.
- 13.2. Article 13.1 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 13.1, the resolution would have been void, or if the Trustee has not complied with article 6.

14 Delegation by the Trustees

- 14.1. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in their minutes.
- 14.2. The Trustees may impose conditions when delegating, including the conditions that:
 - 14.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 14.2.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 14.3. The Trustees may revoke or alter a delegation.
- 14.4. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

15 Membership

- 15.1. Membership is open to any individuals or organisations who:
 - 15.1.1. apply to the Charity in the form required by the Trustees; and
 - 15.1.2. are approved by the Trustees; and
 - 15.1.3. are not currently employed by the Charity.

- 15.2. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application. In relation to such applications, the Trustees must:
- 15.2.1. inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and
 - 15.2.2. consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 15.3. Membership is not transferable.
- 15.4. The Trustees must keep a register of names and addresses of the Members.
- 15.5. Trustees may delegate approval of membership applications to a nominated member of staff, provided that the Trustees maintain general oversight of the appointment of Members.
- 15.6. The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. In the event that such classes are established:
- 15.6.1. the Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership;
 - 15.6.2. the rights attached to a class of membership may only be varied if:
 - a. three-quarters of the members of that class consent in writing to the variation; or
 - b. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation; and
 - 15.6.3. the provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

16 Termination of Membership

- 16.1. Membership is terminated if:
- 16.1.1. the Member dies or, if it is an organisation, ceases to exist;
 - 16.1.2. the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
 - 16.1.3. any sum due from the Member to the Charity is not paid in full within six months of it falling due;
 - 16.1.4. the Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated.
- 16.2. A resolution to remove a Member may only be passed if:
- 16.2.1. the Member has been given at least 21 days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 16.2.2. the Member has been allowed to make representations to the meeting.

17 General Meetings

- 17.1. The Charity must hold its first annual general meeting (**AGM**) within eighteen months after the date of its incorporation.
- 17.2. An AGM must be held in each subsequent year and not more than 15 months may elapse between successive AGMs.
- 17.3. The Trustees may call a general meeting at any time.

Notice of general meetings

- 17.4. The minimum periods of notice required to hold a general meeting of the Charity are:
 - 17.4.1. 21 clear days for an AGM or a general meeting called for the passing of a special resolution; and
 - 17.4.2. 14 clear days for all other general meetings.
- 17.5. 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 at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 17.6. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act and article 18.17.
- 17.7. The notice must be given to all the Charity's Members, Trustees and auditors.
- 17.8. 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.

Proceedings at general meetings

- 17.9. No business shall be transacted at any general meeting unless a quorum is present.
- 17.10. A quorum is the greater of:
 - 17.10.1. 20 Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - 17.10.2. one twentieth (5%) of the total membership at the time.
- 17.11. The authorised representative of a Member organisation shall be counted in the quorum.
- 17.12. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 17.13. The Trustees must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 17.14. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

Chairing general meetings

- 17.15. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.

- 17.16. If there is no such person or they are not present within 15 minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- 17.17. If there is only one Trustee present and willing to act, they shall chair the meeting.
- 17.18. If no Trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 17.19. The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 17.20. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 17.21. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 17.22. If a meeting is adjourned by a resolution of the Members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18 Members' decisions

Voting

- 18.1. Every Member, whether an individual or an organisation, shall have one vote.
- 18.2. 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 shall be final.
- 18.3. Any organisation Member may nominate any person to act as its representative at any meeting of the Charity.
- 18.4. The organisation Member must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 18.5. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that their authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Written resolutions

- 18.6. 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:
 - 18.6.1. a copy of the proposed resolution has been sent to every eligible Member;
 - 18.6.2. 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; and
 - 18.6.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- 18.7. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 18.8. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

Voting by poll

- 18.9. 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:
- 18.9.1. by the person chairing the meeting;
 - 18.9.2. by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - 18.9.3. 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.
- 18.10. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 18.11. The result of the vote must be recorded in the minutes of the Charity, but the number or proportion of votes cast need not be recorded.
- 18.12. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person 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.
- 18.13. 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.
- 18.14. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.15. 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, provided it is taken within 30 days after it has been demanded. If the poll is not taken immediately, at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.16. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Voting by proxy

- 18.17. Proxies may be appointed by a notice in writing (a **proxy notice**) which:
- 18.17.1. states the name and address of the Member appointing the proxy;
 - 18.17.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 18.17.3. is signed by the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 18.17.4. is delivered to the Charity in accordance with the Articles.
- 18.18. 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.

- 18.19. A person who is entitled to attend, speak or vote 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.
- 18.20. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by the person by whom the proxy notice was given.

19 Secretary, minutes and seal

Secretary

- 19.1. Subject to the provisions of the Companies Act, any Secretary shall be appointed by the Trustees for such term at such remuneration and on such conditions as the Trustees may think fit. Any Secretary so appointed by the Trustees may be removed by them.
- 19.2. A Secretary who is also a Trustee may not be remunerated save as permitted in accordance with the Articles.

Minutes

- 19.3. The Trustees must keep minutes of all:
- 19.3.1. appointments of officers made by the Trustees;
 - 19.3.2. proceedings at meetings of the Charity;
 - 19.3.3. meetings of the Trustees and committees of Trustees including:
 - 19.3.4. the names of the Trustees present at the meeting;
 - 19.3.5. the decisions made at the meetings; and
 - 19.3.6. where appropriate, the reasons for the decisions.

Seal

- 19.4. If the Charity has a seal, it 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.

20 Accounts and audit

- 20.1. The Trustees must prepare for each financial year accounts as required by the Companies Act. 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.
- 20.2. The Trustees must keep accounting records as required by the Companies Act.
- 20.3. The Trustees must comply with the requirements of the Charities Act with regard to the preparation and submission to the Commission of the Charity's:
- 20.3.1. Statements of account;
 - 20.3.2. Annual Report; and
 - 20.3.3. Annual Return.
- 20.4. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Charity Register.
- 20.5. Auditors shall be appointed and their duties regulated as required in accordance with the Companies Act and the Charities Act.

21 Communication

- 21.1. Anything sent by or to the Charity under the Articles may be sent in any way in which the Companies Act provides for documents which are required by the Companies Act to be sent by or to the Charity.
- 21.2. Any notice or document to be sent to a Trustee in connection with the taking of decisions by Trustees may be sent by the means by which that Trustee has asked to be sent such notices or documents for the time being.
- 21.3. Any notice to be given to or by any person pursuant to the Articles must be given in writing or in electronic form.
- 21.4. The Charity may give any notice to a Member:
 - 21.4.1. personally;
 - 21.4.2. by sending it by post in a prepaid envelope addressed to the Member at their address;
 - 21.4.3. by leaving it at the address of the Member;
 - 21.4.4. by giving it in electronic form to the Member's address; or
 - 21.4.5. 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 company meeting and must specify the place date and time of the meeting.
- 21.5. A Member who does not register an address with the Charity or who registers only a postal address that is not within the UK shall not be entitled to receive any notice from the Charity.
- 21.6. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 21.7. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 21.8. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act.
- 21.9. In accordance with section 1147 of the Companies Act, notice shall be deemed to be given:
 - 21.9.1. 48 hours after the envelope containing it was posted; or
 - 21.9.2. in the case of an electronic communication, 48 hours after it was sent.

22 Disputes

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

23 Indemnity

- 23.1. The Charity shall indemnify a relevant Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

23.2. In this article a **relevant Trustee** means any Trustee or former Trustee of the Charity.

24 Rules or Bye-Laws

24.1. The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

24.2. The bye laws may regulate the following matters but are not restricted to them:

24.2.1. the admission of Members (including the admission of organisations to membership), the rights and privileges of Members, and the entrance fees, subscriptions and other payments to be made by Members;

24.2.2. the conduct of the Charity's Members, employees and volunteers;

24.2.3. the setting aside of the whole or part of the Charity's premises for a particular purpose;

24.2.4. the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Act or the Articles; and

24.2.5. generally, all such matters as are commonly the subject matter of company rules.

24.3. The Members may by ordinary resolution alter, add to or repeal the rules or bye laws.

24.4. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the Members.

24.5. The rules or bye laws shall be binding on all Members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.