

Registered Number: 05511503

**Articles of Association**  
**of**  
**The Queen's Foundation for Ecumenical Theological Education**

*as amended by special resolution and effective  
from*

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**THE COMPANIES ACT 2006**

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Ref: SXPW.19366.0013



# **ARTICLES OF ASSOCIATION THE QUEEN'S FOUNDATION FOR ECUMENICAL THEOLOGICAL EDUCATION**

## **PART A. INTRODUCTION**

### **1 INTERPRETATION**

#### **1.1 In these Articles:**

"the Act"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Foundation and any statutory modification or re-enactment thereof for the time being in force
"the Articles"	means these Articles of Association of the Foundation
"the Board of Governors"	means the board of the Foundation and (where appropriate) includes a Committee and the Governors acting by written resolution
"Business Day"	means any day other than a Saturday, Sunday, a bank holiday or a public holiday
"Charity Commission"	means the Charity Commission for England and Wales
"Clear Days"	in relation to a period of 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
"the Church of England West Midlands Bishops"	means the Bishops (diocesan and suffragan) of the Church of England dioceses of Birmingham, Worcester, Coventry, Hereford and Lichfield acting in agreement
"Churches Together in Britain and Ireland"	means the organisation of which national church bodies can be members and the headquarters of which are located at 3 <sup>rd</sup> Floor, Bastille Court, 2 Paris Gardens, London SE1 8ND and any successor body thereto
"Committee"	means a Committee of the Board of Governors exercising powers delegated to it by the Board of Governors
"Companies House"	means the office of the Registrar of Companies
"Company Member"	means a member for the time being of the Foundation

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"Co-opted Company Member"	means a person co-opted to be a Company Member in accordance with Article 8
"the Foundation"	means the company intended to be regulated by the Articles
"General Meeting"	means a meeting of Company Members
"the General Synod"	means the General Synod of the Church of England comprising of bishops, laity and clergy elected from each diocese from time to time
"Governor"	means any governor of the Foundation
"Governors' Meeting"	means a meeting of the Board of Governors
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Methodist Council"	means the Council of the Methodist Church governed by the UK Methodist Conference and the headquarters of which are located at 25 Marylebone Road, London, NW1 5JR
"the Methodist Districts"	means the chairs of the Birmingham District, the Wolverhampton and Shrewsbury District, the Lincoln and Grimsby District, the Nottingham and Derby District and the Northampton District of the Methodist Church acting in agreement
"Nominated Company Member"	means a person nominated to be a Company Member in accordance with Article 7
"the Objects"	means the objects of the Foundation set out in Article 3
"Observers"	means those persons (other than Governors) present under Article 30 at a Governors' Meeting
"President"	means the person elected as president of the Foundation under Article 28
"Registered Office"	means the registered office of the Foundation
"Secretary"	means the secretary of the Foundation including a joint, assistant or deputy secretary
"United Kingdom"	means Great Britain and Northern Ireland
"Vice-President"	means a person elected as a Vice-President of the Foundation under Article 28
"Working Party"	means a body established by the Board of Governors to make recommendations to the Board of Governors but without decision-making powers

**1.2 In the Articles:**

- 1.2.1 terms defined in the Act are to have the same meaning;
  - 1.2.2 references to the singular include the plural and vice versa;
  - 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
  - 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
  - 1.2.5 references to articles are to those within the Articles; and
  - 1.2.6 the index and headings are not to affect their interpretation.
- 1.3 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Foundation.
- 1.4 For the avoidance of doubt the system of law governing the Articles is the law of England and Wales.

**2 NAME**

The name of the Foundation is The Queen's Foundation for Ecumenical Theological Education.

**3 OBJECTS**

The Foundation's objects are:-

- 3.1 the provision of part time and full time training for ordination within their respective churches for members of such Christian denominations as the Board of Governors shall from time to time determine;
- 3.2 the provision of such forms of theological education and training as the Board of Governors shall from time to time determine; and
- 3.3 the promotion of research in theology and related subjects.

**4 POWERS**

The Foundation may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers:-

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**Staff and Volunteers**

- 4.1 to employ staff or engage consultants and advisers on such terms as the Board of Governors thinks fit and to provide pensions to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

**Property**

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.5 to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011);
- 4.6 to provide accommodation for any other organisation on such terms as the Board of Governors decides (including rent free or at nominal or non-commercial rents) subject to the restrictions in the Charities Act 2011;

**Borrowing**

- 4.7 to borrow and give security for loans;

**Grants and Loans**

- 4.8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011);

**Fund Raising**

- 4.9 to raise funds, to invite and receive contributions;

**Trading**

- 4.10 to trade in the course of carrying out the Objects and to charge for services;

**Publicity**

- 4.11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Foundation and other organisations operating in similar fields;
- 4.12 to promote or carry out research and publish the results of it;

**Contracts**

- 4.13 to co-operate with and enter into contracts with any person;

**Bank or building society accounts**

- 4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes,

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bills, cheques and other instruments and to operate bank or building society accounts in the name of the Foundation;

### **Investments**

4.15 to:-

4.15.1 deposit or invest funds;

4.15.2 employ a professional fund-manager; and

4.15.3 arrange for the investments or alter property of the Foundation 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;

### **Insurance**

4.16 to insure the assets of the Foundation to such amount and on such terms as the Board of Governors decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board of Governors decides (without necessarily having to restore the asset);

4.17 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;

4.18 to take out insurance to protect the Foundation and those who use premises owned by or let or hired to the Foundation;

4.19 to take out indemnity insurance to cover the liability of the Governors and officers of the Foundation who are not Governors for negligence, default, breach of duty or breach of trust in relation to the Foundation but this insurance may not extend to:

4.19.1 any claim arising from any act or omission which a Governor or officer knew was a breach of duty or breach of trust or which was committed by a Governor or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or

4.19.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Governor or officer in his or her capacity as a Governor or officer of the Foundation;

### **Other Organisations**

4.20 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of the Objects or to carry on any other relevant charitable purposes;

4.21 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;

4.22 to amalgamate with any charity which has objects similar to the Objects;

4.23 to undertake and execute any charitable trusts;

4.24 to affiliate, register, subscribe to or join any organisation;

4.25 to act as agent or trustee for any organisation;

#### **Reserves**

4.26 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

#### **Formation expenses**

4.27 to pay the costs of forming the Foundation and of complying with all relevant registration requirements; and

#### **General**

4.28 to do anything else within the law which promotes or helps to promote the Objects.

## **5 APPLICATION OF FUNDS**

### **5.1 General**

The income and property of the Foundation must be applied solely towards promoting the Objects and (except to the extent authorised by this Article 5):

5.1.1 no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Company Member; and

5.1.2 a Governor may not directly or indirectly receive any payment of money or benefit from the Foundation.

### **5.2 Benefits to Company Members**

For the avoidance of doubt nothing in Article 5.1 is to prevent the following payments to Company Members:

#### **Rent**

5.2.1 payment of reasonable and proper rent for premises let to the Foundation by a Company Member;

#### **Interest on organisation's loans**

5.2.2 payment of reasonable and proper interest on money lent by any Company Member;

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### **Supply of Goods or Services**

- 5.2.3 reasonable payments to a Company Member in return for goods and/or services supplied to the Foundation pursuant to a contract; and

### **Out of Pocket Expenses**

- 5.2.4 the payment of reasonable and proper out of pocket expenses to those Company Members who are engaged by the Foundation as volunteers in the work of the Foundation and which are actually incurred by them in carrying out their work as volunteers.

## **5.3 Benefits to Governors**

The Foundation may make the following payments or grant the following benefits to Governors:-

### **Out of pocket expenses**

- 5.3.1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Governors;
- 5.3.2 the payment of reasonable and proper out of pocket expenses to those Governors who are engaged by the Foundation as volunteers in the work of the Foundation and which are actually incurred by them in carrying out their work as volunteers;

### **Indemnity**

- 5.3.3 an indemnity in respect of any liabilities properly incurred in running the Foundation (including the costs of a successful defence to criminal proceedings);
- 5.3.4 the benefit of indemnity insurance under Article 4.19;

### **Fees to companies in which Governors have negligible interests**

- 5.3.5 a payment to a company in which a Governor has no more than a 1% shareholding;

### **Interest and Rent**

- 5.3.6 payment of reasonable and proper interest on money lent by any Governor to the Foundation;
- 5.3.7 a reasonable rent or hiring fee for property let or hired by any Governor to the Foundation;

### **Professional Fees**

- 5.3.8 the usual professional charges for business done by any Governor who is a solicitor, accountant or other professional or by his or her firm when instructed by the Foundation to act in a professional capacity on its behalf



provided that at no time shall a majority of the Governors benefit under this provision and that a Governor shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;

#### **Exceptional Circumstances**

- 5.3.9 other payments or benefits (approved in writing in advance by the Charity Commission) in exceptional cases.

#### **5.4 Amendments**

This Article may not be amended without the prior written consent of the Charity Commission.

## **PART B. COMPANY MEMBERSHIP**

### **6 MEMBERS**

- 6.1 The Company Members are those admitted to membership of the Foundation under the Articles.
- 6.2 Subject to Article 6.3 further Company Members are to be admitted to membership of the Foundation so that the membership comprises up to:-
  - 6.2.1 four Nominated Company Members; and
  - 6.2.2 twelve Co-opted Company Members.
- 6.3 A person may not be admitted as a Company Member:-
  - 6.3.1 unless he or she has signed a written application to become a Company Member in such form as the Board of Governors requires;
  - 6.3.2 for a period determined by the Board of Governors having ceased to be a Company Member by reason of his or her being removed as a Governor under Article 22.1.5, Article 22.1.7 or Article 22.1.8;
  - 6.3.3 unless he or she is aged 18 or over; or
  - 6.3.4 if he or she would immediately cease to be a Company Member or Governor under the Articles.
- 6.4 Since Company Members are also appointed as Governors under Article 20.3 the Board of Governors must ensure that when admitting Company Members it takes into account to the extent that the Board of Governors considers it practicable to do so the need for Company Members who become Governors to contribute to the skills mix and balance of the Board of Governors as a whole.
- 6.5 Company membership is personal and not transferable.

### **7 NOMINATED COMPANY MEMBERS**

- 7.1 Subject to Article 6.3 and Article 7.2 each of the following bodies is entitled to appoint the following number of persons, who do not have to be members of the body that is appointing him or her, as Nominated Company Members:-
  - 7.1.1 the General Synod – one Member;
  - 7.1.2 the Methodist Council – two Members; and
  - 7.1.3 the Church of England West Midlands Bishops – one Member.
- 7.2
  - 7.2.1 The total number of Nominated Company Members shall not exceed one third of the total number of Company Members at any time.

- 7.2.2 Each appointing body named in Article 7.1 shall include its successor in title where such successor is created by restructure, incorporation or merger.
- 7.3 An appointment is to be made in accordance with the ordinary practice of the appointing body and is to take effect when notified to the Foundation under Article 7.8.
- 7.4 Subject to Article 7.5, Article 7.7 and Article 9, a Nominated Company Member is to remain as a Nominated Company Member for a fixed period of three years from the date of his or her appointment. A person is eligible for re-appointment for up to three consecutive periods of membership as a Nominated Company Member following which he or she must stand down for a period of not less than two years before being eligible for a further period of membership as a Nominated Company Member.
- 7.5 The body that appointed a Nominated Company Member may remove the Nominated Company Member that it appointed at any time in the same way as it appointed him or her.
- 7.6 A body authorised to appoint a Nominated Company Member under this Article may appoint a person as a Nominated Company Member to fill a vacancy which arises because a Nominated Company Member:-
- 7.6.1 comes to the end of his or her period of membership; or
- 7.6.2 ceases to be a Company Member or Governor under the Articles.
- 7.7 A Nominated Company Member appointed to fill a vacancy which has arisen under Article 7.6 is to remain a Nominated Company Member until the end of the period of membership of the Nominated Company Member whom he or she has replaced.
- 7.8 Subject to Article 6 the appointment or the removal of a Nominated Company Member under this Article is to take effect when the appointing body delivers written notice of appointment or removal to:-
- 7.8.1 the Registered Office; or
- 7.8.2 a Governors' Meeting.

## **8 CO-OPTED COMPANY MEMBERS**

- 8.1 Subject to Article 6.3 and Article 8.2 the Board of Governors is entitled to admit up to twelve persons as Co-opted Company Members.
- 8.2 A person may only be admitted as a Co-opted Company Member in accordance with Article 8.1:-
- 8.2.1 if he or she is, in the opinion of the Board of Governors, a practising member of a Christian denomination which is a member church of Churches Together in Britain and Ireland; and
- 8.2.2 if his or her admission would not cause less than one-third of the Co-opted

Company Members for the time being to be lay persons (ie those who are not ordained ministers).

- 8.2.3 if his or her admission would not cause less than one quarter of the Company members to be members of the Methodist Church; and
- 8.2.4 if his or her admission would not cause less than one quarter of the Company members to be communicant members of the Church of England.
- 8.3 Subject to Article 8.4 and Article 8.7 Co-opted Company Members are to continue as Co-opted Company Members for a period of three years from the date of their admission to the Board of Governors. A person is eligible for re-admission for up to three consecutive periods of membership as a Co-opted Company Member following which he or she must stand down for a period of not less than two years before being eligible for a further period of membership as a Co-opted Company Member unless under exceptional circumstances as approved by Company Members.
- 8.4 The Board of Governors may vote to admit a person as a Co-opted Company Member to replace a Co-opted Company Member whose period of membership is due to expire or to extend the period of membership of a Co-opted Company Member whose period of membership is due to expire provided that:-
  - 8.4.1 such a vote is not taken more than three months before the date on which the period of membership of the existing Co-opted Company Member is due to expire;
  - 8.4.2 any Co-opted Company Member whose period of membership is due to expire is not entitled to vote in favour of an extension to his or her period of membership;
  - 8.4.3 the period of membership of a person who is admitted to replace a Co-opted Company Member whose period of membership is due to expire shall begin on the day after the date on which the period of membership of the Co-opted Company Member whom he or she is to replace expires; and
  - 8.4.4 an extension to the period of membership of an existing Co-opted Company Member is for a further three year period to begin from the date on which the Co-opted Company Member's initial period of membership is due to expire.
- 8.5 A Co-opted Company Member shall cease to hold office:-
  - 8.5.1 on the expiry of his or her period of membership under Article 8.3 (unless his or her period of membership has been extended by the Board of Governors under Article 8.4); or
  - 8.5.2 if he or she ceases to be a Company Member or a Governor under these Articles.
- 8.6 In the event that a vacancy for a Co-opted Company Member arises because a person has ceased to be a Co-opted Company Member under Article 8.5 and the Board of Governors has not already voted to admit his or her replacement in accordance with Article 8.4 the Board of Governors may admit a person as a replacement in accordance with Article 8.2.

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- 8.7 The period of membership of a person admitted as a Co-opted Company Member in order to replace a Co-opted Company Member who has ceased to be such before the expiry of his or her period of membership shall continue only until the date upon which the period of membership of the Co-opted Company Member who has been replaced would have ended although the period of membership may then be extended in accordance with Article 8.4.

## **9 TERMINATION OF COMPANY MEMBERSHIP**

- 9.1 A person will cease to be a Company Member:-
- 9.1.1 on the expiry of his or her period of membership unless he or she is re-admitted; or
  - 9.1.2 on giving written notice of resignation to the Foundation at its Registered Office; or
  - 9.1.3 if he or she ceases to be a Governor under Article 22.

## **10 LIMIT OF LIABILITY**

- 10.1 The liability of the Company Members is limited.
- 10.2 Every Company Member promises, if the Foundation is wound up whilst he or she is a Company Member or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Foundation and liabilities incurred whilst the contributor was a Company Member.

## **PART C. GENERAL MEETINGS**

### **11 GENERAL MEETINGS**

- 11.1 The Board of Governors may call a General Meeting at any time, to be held at such time and place as the Board of Governors decides subject to Article 12.
- 11.2 On receiving a requisition from the percentage of Company Members required under the Act the Board of Governors must promptly convene a General Meeting.

### **12 NOTICE OF GENERAL MEETINGS**

- 12.1 Every General Meeting must be called by at least 7 Clear Days' notice.
- 12.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the General Meeting.
- 12.3 The notice must specify:-
  - 12.3.1 the time, date and place of the General Meeting; and
  - 12.3.2 the general nature of the business to be transacted.
- 12.4 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 12.5 Notice of a General Meeting must be given to all of the Company Members, the Governors and the Foundation's auditors (if any).
- 12.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

### **13 QUORUM**

- 13.1 No business may be transacted at a General Meeting unless a quorum is present.
- 13.2 The quorum for General Meetings is five Company Members present in person or by proxy.
- 13.3 A Company Member may be part of the quorum at a General Meeting if he or she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 13.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board of Governors decides.
- 13.5 If at the adjourned meeting there are again insufficient Company Members present

within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

- 13.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members.

## **14 CHAIR AT GENERAL MEETINGS**

- 14.1 The President is to chair General Meetings.
- 14.2 If the President is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Vice-President must chair the General Meeting.
- 14.3 If neither the President nor the Vice-President is present and willing to act within 15 minutes from the time of the General Meeting, the Company Members present must choose one of their number to chair the General Meeting.

## **15 ADJOURNMENT OF GENERAL MEETINGS**

- 15.1 The President or whoever else is chairing the General Meeting may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 15.2 The President or whoever else is chairing the General Meeting may also adjourn a General Meeting if it appears to him or her that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 15.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 15.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 15.1 or 15.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 15.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

## **16 VOTING AT GENERAL MEETINGS**

- 16.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 16.2 Each Company Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 16.3 If there is an equality of votes on a show of hands or a ballot the President or

whoever else is chairing the General Meeting is not entitled to a second or casting vote and resolutions that fail to achieve the required majority will be lost.

- 16.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the President or whoever else is chairing the General Meeting whose decision is final.
- 16.5 A declaration by the President or whoever else is chairing the General Meeting that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

## **17 BALLOTS**

- 17.1 A ballot may be demanded by the President or whoever else is chairing the General Meeting or any two Company Members before or on the declaration of the result of a show of hands.
- 17.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 17.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 17.4 A ballot is to be taken as the President or whoever else is chairing the General Meeting directs. The President or whoever else is chairing the General Meeting may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 17.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the President or whoever else is chairing the General Meeting directs.
- 17.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

## **18 PROXIES**

- 18.1 A Company Member may validly appoint a proxy by notice in writing which
- 18.1.1 states the name and address of the Company Member appointing the proxy;
  - 18.1.2 identifies the person appointed to be that Company Member's proxy and the General Meeting in relation to which that person is appointed;
  - 18.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the Board of Governors may determine;



and

- 18.1.4 is delivered to the Foundation in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 18.2 A proxy need not be a Company Member. The Board of Governors may from time to time prescribe a form to appoint a proxy by standing orders made under Article 39. A proxy may not appoint another proxy.
- 18.3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 18.4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 18.5 No document appointing a proxy will be valid for more than 12 months.
- 18.6 A vote given or ballot demanded by proxy is to be valid despite:-
- 18.6.1 the revocation of the proxy; or
- 18.6.2 the death or insanity of the principal
- unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 18.7 A proxy form will not be valid for any part of a General Meeting at which the Company Member who appointed the proxy is present.

## **19 COMPANY MEMBERS' WRITTEN RESOLUTIONS**

- 19.1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Company Members (provided that those Company Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that:
- 19.1.1 a copy of the proposed resolution has been sent to every eligible Company Member;
- 19.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Company Members have signified their agreement to the resolution; and
- 19.1.3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date.

- 19.2 A resolution under Article 19.1 may consist of several documents in similar form each signed by one or more Company Members.

## **PART D. GOVERNORS**

### **20 APPOINTMENT OF GOVERNORS**

- 20.1 The number of Governors must always be the same as the number of Company Members.
- 20.2 The appointment of a Governor is not to take effect until he or she has provided the information required for registration of the appointment at Companies House. The appointment of any person as a Governor who has not done so within one month of appointment is to lapse unless the Board of Governors resolves that there is good cause for the delay.
- 20.3 A person may not be a Governor unless he or she is a Company Member and each Company Member shall automatically be a Governor by virtue of being a Company Member.

### **21 OBLIGATIONS OF GOVERNORS**

- 21.1 The Board of Governors must set out the obligations of every Governor to the Board of Governors and to the Foundation in writing. The statement of Governors' obligations is not intended to be exhaustive and the Board of Governors must review and may amend it from time to time.
- 21.2 The statement of the obligations of the Governors to the Foundation must include:-
  - 21.2.1 a commitment to its values and objectives (including equal opportunities);
  - 21.2.2 an obligation to contribute to and share responsibility for the Board of Governors' decisions;
  - 21.2.3 an obligation to read Board of Governors papers and to attend meetings, training sessions and other relevant events;
  - 21.2.4 an obligation to declare relevant interests;
  - 21.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board of Governors;
  - 21.2.6 an obligation to comply with their fiduciary duties, including:-
    - 21.2.6.1 to act in the best interests of the Foundation;
    - 21.2.6.2 to declare any interests a Governor may have in matters to be discussed at Governors' Meetings and not put himself or herself in a position where his or her personal interest or a duty owed to another conflicts with the duties owed to the Foundation;
    - 21.2.6.3 to secure the proper and effective use of the Foundation's property;

- 21.2.6.4 to act personally;
- 21.2.6.5 to act within the scope of any authority given;
- 21.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds;
- 21.2.6.7 to act in accordance with the Articles; and

21.2.7 a reference to their obligations under the general law.

- 21.3 A Governor must sign and deliver to the Board of Governors a statement confirming he or she will meet his or her obligations to the Board of Governors and to the Foundation within one month of his or her appointment. The Board of Governors may change the statement from time to time.

## **22 RETIREMENT AND REMOVAL OF GOVERNORS**

- 22.1 A Governor will cease to hold office if he or she:-

- 22.1.1 dies;
- 22.1.2 ceases to be a Governor under the Act or is prohibited by law from being a Governor or is disqualified from acting as a charity trustee under the Charities Act 2011;
- 22.1.3 becomes incapable of managing and administering his or her own affairs because of mental disorder illness or injury;
- 22.1.4 is declared bankrupt or makes any arrangement or composition with his or her creditors;
- 22.1.5 is in the opinion of the Board of Governors guilty of conduct detrimental to the interests of the Foundation and the Board of Governors resolves by a 75% majority of the Governors present and voting that he or she should be removed provided that the Governor concerned has first been given an opportunity to put his or her case and to justify why he or she should not be removed as a Governor;
- 22.1.6 resigns by not less than one month's written notice delivered to the Registered Office but only if five Governors will remain in office after the notice of resignation takes effect;
- 22.1.7 is absent without good reason from all Governors' Meetings held within a period of 12 months and the Board of Governors resolves (by a 75% majority of the Governors present and voting) that he or she should cease to be a Governor;
- 22.1.8 fails to sign a statement of his or her obligations under Article 21 within one month of his or her appointment and the Board of Governors resolves that he or she be removed; or
- 22.1.9 ceases to be a Company Member.

**23 CONFLICTS OF INTEREST****23.1 Declaration of interests**

- 23.1.1 If a Governor is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Foundation, he or she must declare the nature and extent of that interest to the other Governors.
- 23.1.2 In accordance with the Act, the declaration may be made at a Governors' Meeting or by written notice.
- 23.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
- 23.1.4 Any required declaration of interest must be made before the Foundation enters into the transaction or arrangement.
- 23.1.5 A declaration is not required in relation to an interest of which the Governor is not aware or where the Governor is not aware of the transaction or arrangement in question. For this purpose a Governor is treated as being aware of matters of which he ought reasonably to be aware.
- 23.1.6 A Governor need not declare an interest:-
  - 23.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
  - 23.1.6.2 if, and to the extent that, the other Governors are already aware of it (and for this purpose the other Governors are treated as being aware of anything of which they ought reasonably to be aware).

**23.2 Authorisation of direct conflicts of interest**

A Governor may enter into a transaction or arrangement with the Foundation only if and to the extent that such an arrangement is authorised by Article 5.

**23.3 Authorisation of indirect conflicts of interest**

- 23.3.1 Where, for whatever reason, a Governor has any form of indirect interest in relation to a transaction or arrangement with the Foundation (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Governors not having a conflict provided that:-
  - 23.3.1.1 the Governor with the conflict (and any other interested Governor) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

- 23.3.1.2 the Governors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Foundation to authorise the transaction.
- 23.3.2 The Governors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Governor with the conflict and/or any other interested Governor should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

## **PART E. GOVERNORS' MEETINGS**

### **24 FUNCTIONS OF THE BOARD OF GOVERNORS**

- 24.1 The Board of Governors must direct the Foundation's affairs in such a way as to promote the Objects. Its functions include:
- 24.1.1 defining and ensuring compliance with the values and objectives of the Foundation;
  - 24.1.2 establishing policies and plans to achieve those objectives;
  - 24.1.3 approving each year's budget and accounts before publication;
  - 24.1.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties and employees under Article 29 with proper systems of control;
  - 24.1.5 monitoring the Foundation's performance in relation to its plans, budget controls and decisions;
  - 24.1.6 appointing (and if necessary removing) employees;
  - 24.1.7 satisfying itself that the Foundation's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
  - 24.1.8 ensuring that appropriate advice is taken on the items listed in Articles 24.1.1 to 24.1.7 and in particular on matters of legal compliance and financial viability.

### **25 POWERS OF THE BOARD OF GOVERNORS**

- 25.1 Subject to the Act and the Articles, the business of the Foundation is to be managed by the Board of Governors who may exercise all of the powers of the Foundation.
- 25.2 An alteration to the Articles does not invalidate earlier acts of the Board of Governors which would have been valid without the alteration.

### **26 GOVERNORS' MEETINGS**

- 26.1 Subject to the Articles, the Board of Governors may regulate Governors' Meetings as it wishes.
- 26.2 Governors' Meetings may be called by any Governor or the Secretary (if appointed).
- 26.3 7 days' notice of Governors' Meetings must be given to each of the Governors but it is not necessary to give notice of a Governors' Meeting to a Governor who is out of the United Kingdom.
- 26.4 A Governors' Meeting which is called on shorter notice than required under Article 26.3 is deemed to have been duly called if at least two Governors certify in writing

that because of special circumstances it ought to be called as a matter of urgency.

- 26.5 Subject to Article 26.6, questions arising at a Governors' Meeting are to be decided by a majority of votes.
- 26.6 If there is an equality of votes the President or whoever else is chairing the Governors' Meeting is entitled to a second or casting vote.
- 26.7 A technical defect in the appointment of a Governor or in the delegation of powers to a Committee of which the Board of Governors is unaware at the time does not invalidate decisions taken in good faith.

## **27 QUORUM FOR GOVERNORS' MEETINGS**

- 27.1 The quorum for Governors' Meetings is five Governors.
- 27.2 A Governor may be part of the quorum at a Governors' Meeting if he or she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 27.3 The Board of Governors may act despite vacancies in its number but if the number of Governors is less than five then the Board of Governors may act only to admit Company Members under Article 8 or to procure the appointment of Company Members under Article 7.
- 27.4 At a Governors' Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Governors present may act only to:
  - 27.4.1 adjourn it to such other time and place as they decide; or
  - 27.4.2 call a General Meeting.
- 27.5 If at the adjourned meeting there are again insufficient Governors present within 15 minutes from the time of the adjourned Governors' Meeting to constitute a quorum then those Governors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

## **28 PRESIDENT AND VICE-PRESIDENT**

- 28.1 The Foundation must have a President and a Vice-President. Both are to be elected by the Board of Governors. The Board of Governors must decide the period during which they are each to hold office and the precise point at which their term of office ends. Both the President and the Vice-President may be re-elected, provided that the period during which an individual may serve as President and/or Vice-President may not exceed a total of 6 years.
- 28.2 The President and the Vice-President may resign from their positions at any time (without necessarily resigning as Governors at the same time).
- 28.3 Where there is no President or Vice-President the first item of business at a



Governors' Meeting must be to elect a President or Vice-President or both.

- 28.4 The President and the Vice-President may be removed only at a Governors' Meeting called for the purpose at which a resolution with a majority in favour is passed. The President or the Vice-President (as the case may be) must be given an opportunity to say why he or she should not be removed.
- 28.5 The President is to chair all Governors' Meetings and General Meetings at which he or she is present unless he or she does not wish or is not able to do so.
- 28.6 If the President is not present within 5 minutes after the starting time of a Governors' Meeting or is unwilling or unable to chair a Governors' Meeting, then the Vice-President must chair the Governors Meeting unless he or she is unwilling or unable to do so.
- 28.7 If both the President and the Vice-President are not present within 5 minutes after the starting time of a Governors' Meeting or both are unwilling or unable to chair the meeting then the Board of Governors must elect one of the Governors who is present to chair the Governors' Meeting.
- 28.8 The functions of the President are:-
  - 28.8.1 to act as an ambassador for the Foundation and to represent the views of the Board of Governors to the general public and other organisations;
  - 28.8.2 to ensure that Governors' Meetings and General Meetings are conducted efficiently;
  - 28.8.3 to give all Governors an opportunity to express their views;
  - 28.8.4 to encourage the Board of Governors to establish a constructive working relationship with, and to provide support for, the Principal, other officers and employees;
  - 28.8.5 where necessary (and in conjunction with the other Governors) to ensure that, where the post of Principal or Director of Finance is or is due to become vacant, a replacement is found in a timely and orderly fashion;
  - 28.8.6 to encourage the Board of Governors to delegate sufficient authority to its Committees to enable the business of the Foundation to be carried on effectively between Governors' Meetings;
  - 28.8.7 to ensure that the Board of Governors monitors the use of delegated powers;
  - 28.8.8 to encourage the Board of Governors to take professional advice when it is needed and particularly before considering the dismissal of an employee; and
  - 28.8.9 to provide support for the Principal in the form of a periodic review.
- 28.9 The role of the Vice-President is to deputise for the President during any period of his or her absence and, for that period, his or her functions shall be the same as those of the President.

## **29 COMMITTEES AND WORKING PARTIES**

- 29.1 The Board of Governors may:
  - 29.1.1 establish Committees consisting of those persons whom the Board of Governors decide;
  - 29.1.2 delegate to a Committee any of its powers; and
  - 29.1.3 revoke a delegation at any time.
- 29.2 The Board of Governors may establish Working Parties consisting of those persons whom the Board of Governors decide. A Working Party may not take decisions on behalf of the Board of Governors but may consider issues in depth with a view to making recommendations to the Board of Governors.
- 29.3 The members of a Committee or a Working Party are to be appointed by the Board of Governors but the Board of Governors may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board of Governors is to determine the chair of each Committee or Working Party.
- 29.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his or her appointment until the term of office for which he or she has been appointed expires or until he or she resigns or is removed by the Board of Governors from the Committee or Working Party.
- 29.5 The Board of Governors must determine the quorum for each Committee and Working Party it establishes.
- 29.6 The Board of Governors must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 29.7 Every Committee or Working Party must report its proceedings and decisions to the Board of Governors as the Board of Governors determines.

## **30 OBSERVERS**

- 30.1 Subject to Article 30.4 the Board of Governors may allow individuals who are not Governors to attend Governors' Meetings as Observers on whatever terms they decide.
- 30.2 Observers may not vote but may take part in discussions with the prior consent of the President or whoever else is chairing the Governors' Meeting.
- 30.3 The Board of Governors may exclude Observers from any part of a Governors' Meeting where the Board of Governors considers the business is private.
- 30.4 The Board of Governors must exclude an Observer from any Governors' Meeting at which a possible personal benefit to him or her is being considered.

### **31 GOVERNORS' WRITTEN RESOLUTIONS**

- 31.1 A written resolution signed by all of the Governors entitled to receive notice of a Governors' Meeting (provided they would constitute a quorum at a Governors' Meeting) is as valid as if it had been passed at a Governors' Meeting.
- 31.2 A written resolution signed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 31.3 A resolution under Articles 31.1 or 31.2 may consist of several documents in similar form each approved by one or more of the Governors or Committee Members and will be treated as passed on the date of the last signature.

## **PART F. OFFICERS**

### **32 THE SECRETARY**

- 32.1 The Board of Governors may decide whether or not a Secretary is to be appointed.
- 32.2 When appointed the Board of Governors will decide the term of appointment of the Secretary.
- 32.3 When appointed a Secretary may be removed by the Board of Governors at any time.
- 32.4 The duties of the Secretary (if appointed) include advising the Board of Governors on legal compliance.
- 32.5 If a Governor is appointed as Secretary he or she may not receive any remuneration for acting as such.

### **33 INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 33.1 The Foundation may indemnify any officer or employee (other than a Governor) against any liability incurred by him or her in his or her capacity as such except when that liability is due to his or her own dishonesty or gross negligence.
- 33.2 Subject to the Act and Article 33.3, the Foundation may indemnify any Governor against any liability incurred by him or her in his or her capacity as such.
- 33.3 The indemnity provided to a Governor in accordance with Article 33.2 may not include any indemnity against liability:-
  - 33.3.1 to the Foundation or a company associated with it;
  - 33.3.2 for fines or penalties; or
  - 33.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 33.4 The indemnity provided to a Governor in accordance with Article 33.2 may include the provision of funds to cover his or her legal costs as they fall due on terms that the Governor in question will repay the funds if he or she is unsuccessful in his or her defence of the criminal or civil proceedings to which these costs relate.
- 33.5 In respect to its auditor the Foundation may:-
  - 33.5.1 purchase and maintain insurance for his or her benefit against any liability incurred by him or her in his or her capacity as such; and
  - 33.5.2 indemnify him or her against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court.

## **PART G. STATUTORY AND MISCELLANEOUS**

### **34 MINUTES**

- 34.1 The Board of Governors must arrange for minutes to be kept of all Governors' Meetings. The names of the Governors present must be included in the minutes.
- 34.2 Copies of the draft minutes of Governors' Meetings must be distributed to the Governors as soon as reasonably possible after the meeting and in any case seven days before the next Governors' Meeting (unless the next Governors' Meeting is an urgent Governors' Meeting).
- 34.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Governors' Meeting (as regards minutes of Governors' Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 34.4 The Board of Governors must keep minutes of all of the appointments made by the Board of Governors.

### **35 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN**

- 35.1 The Foundation must comply with the Act and the Governors must comply with their obligations as charity trustees under the Charities Act 2011 in:-
  - 35.1.1 preparing and filing an annual Governors' report and annual accounts and sending them to the Charity Commission; and
  - 35.1.2 making an annual return to the Registrar of Companies and the Charity Commission.
- 35.2 The Foundation must comply with the Act relating to the audit or examination of accounts (to the extent that the law requires).
- 35.3 The annual Governors' report and accounts must contain:-
  - 35.3.1 revenue accounts and balance sheet for the last accounting period;
  - 35.3.2 the auditor's report on those accounts (if applicable); and
  - 35.3.3 the Board of Governors' report on the affairs of the Foundation.
- 35.4 The accounting records of the Foundation must always be open to inspection by a Governor.

### **36 BANK AND BUILDING SOCIETY ACCOUNTS**

- 36.1 All bank and building society accounts must be controlled by the Board of Governors and must include the name of the Foundation.

- 36.2 A cheque or order for the payment of money must be signed in accordance with the Board of Governors' instructions.

## **37 EXECUTION OF DOCUMENTS**

Unless the Board of Governors decides otherwise, documents which are executed as deeds must be signed by:

- 37.1 two Governors; or  
37.2 one Governor and the Secretary (where appointed).

## **38 NOTICES**

- 38.1 Notices under the Articles must be in writing (which shall include facsimile transmission or email) except notices calling Governors' Meetings.
- 38.2 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 38.3 The Foundation may give a notice to a Company Member, Governor, Secretary (if appointed) or auditor either:
- 38.3.1 personally;
  - 38.3.2 by sending it by post in a prepaid envelope;
  - 38.3.3 by facsimile transmission;
  - 38.3.4 by leaving it at his or her address; or
  - 38.3.5 by email.
- 38.4 Notices under Article 38.3.2 to 38.3.5 may be sent:
- 38.4.1 to an address in the United Kingdom which that person has given the Foundation;
  - 38.4.2 to the last known home or business address of the person to be served; or
  - 38.4.3 to that person's address in the Foundation's register of Company Members.
- 38.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 38.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 38.7 A copy of the notification from the system used by the Foundation to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 48 hours after it was sent.

38.8 A notice may be served on the Foundation by delivering it or sending it to the Registered Office.

38.9 The Board of Governors may make standing orders to define other acceptable methods of delivering notices by electronic mail or other means.

## **39 STANDING ORDERS**

39.1 Subject to Article 39.4:

39.1.1 the Board of Governors may from time to time make, alter, add to or repeal standing orders for the proper conduct and management of the Foundation; and

39.1.2 the Foundation in General Meeting may alter, add to or repeal the standing orders.

39.2 The Board of Governors must adopt such means as they think sufficient to bring the standing orders to the notice of Company Members.

39.3 Standing orders are binding on all Company Members and Governors.

39.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles.

## **40 WINDING UP**

40.1 If the Foundation is wound up any property remaining after all its debts and liabilities have been satisfied must be applied to another charitable organisation which has objects similar to the Objects.

40.2 The charitable organisation to which the Foundation's property is transferred under Article 40.1 is:-

40.2.1 to be nominated by the Company Members at or before the time of dissolution;

40.2.2 in default of any nomination under Article 40.2.1 to be selected by the Charity Commission.

40.3 Subject to Articles 40.1 and 40.2 any property remaining must be used for other charitable purposes similar to the Objects.