

Companies Act 2006
The Resurgence Trust – Company Number 5821436
Company limited by guarantee

ARTICLES OF ASSOCIATION OF THE RESURGENCE TRUST
(as amended by a Special Resolution passed on 8th July 2014)

1. Membership

1.1 The Charity must maintain a register of **members**.

1.2 Subject to Article 1.3 the members shall be the Trustees for the time being

1.3 Every member shall sign the register of members or consent **in writing** to become a member .

1.4 Membership is terminated if the member concerned:

(1) gives **written** notice of resignation to the Charity;

(2) dies;

(3) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice; or

(4) ceases to be a Trustee.

1.5 Membership of the Charity is not transferable.



2. General Meetings

2.1 Members are entitled to attend general meetings personally or by proxy. Proxy forms must be delivered to the **Secretary** at least 24 hours before the meeting.

General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.

2.2 There is a quorum at a general meeting if the number of members present in person or by proxy is at least two of the members.

2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

2.4 Except where otherwise provided by the **Articles** or the **Companies Act**, every issue is decided by a majority of the votes cast.

2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or by proxy has one vote on each issue.

2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

2.7 Except for the first AGM, the Charity must hold an **AGM** in every year. The first AGM must be held within 18 months after the Charity's incorporation.

2.8 At an AGM the members:

- (1) receive the accounts of the Charity for the previous **financial year**;
- (2) receive the Trustees' report on the Charity's activities since the previous AGM;
- (3) appoint auditors for the Charity;
- (4) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and

2.9 Any general meeting which is not an AGM is an **EGM**.

2.10 An EGM may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least two members.

3. The Trustees

3.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.

3.2 The Trustees when complete consist of at least four and not more than nine individuals.

3.3 The subscribers to the **Memorandum** are the first Trustees.

3.4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.

3.5 A Trustee shall be appointed by a resolution of the Trustees.

3.6 A Trustee shall hold office for a term of five years from the date of his appointment, at the end of which he shall retire, but shall be eligible for reappointment for a further term of five years. There is no limit to the number of terms which a trustee may serve.

3.7 A Trustee's term of office automatically terminates if he or she:

- (1) is disqualified under the Charities Act from acting as a charity trustee;
- (2) is incapable, whether mentally or physically, of managing his or her own affairs;
- (3) resigns by written notice to the Trustees (but only if at least three Trustees will remain in office).

3.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. Trustees' proceedings

- 4.1 The Trustees must hold at least three meetings each year.
- 4.2 A quorum at a meeting of the Trustees is three Trustees.
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Trustees' powers

The Trustees have the following powers in the administration of the Charity:

- 5.1 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act.
- 5.2 To appoint a Chairman, Treasurer and other honorary officers from among their number.
- 5.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be recorded in minutes and reported promptly to the Trustees.

5.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.

5.5 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.

5.6 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any).

5.7 To establish procedures to assist the resolution of disputes or differences within the Charity.

5.8 To exercise any powers of the Charity which are not reserved to a general meeting.

6. Records and Accounts

6.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:

- (1) annual returns;
- (2) annual reports; and
- (3) annual statements of account.

6.2 The Trustees must keep proper records of:

- (1) all proceedings at general meetings;
- (2) all proceedings at meetings of the Trustees;
- (3) all reports of committees; and

(4) all professional advice obtained.

6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

7. Notices

7.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any journal distributed by the Charity.

7.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) on the date of publication of a newspaper containing the notice;
- (5) on being handed to the member personally; or, if earlier,
- (6) as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8. Dissolution

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

9. Interpretation

In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘the Articles’ means the Charity’s articles of association;

‘Chairman’ means the chairman of the Trustees;

‘the Charity’ means the company governed by the Articles;

‘the Charities Act’ means the Charities Act 1993;

‘charity trustee’ has the meaning prescribed by section 97(1) of the Charities Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commissioners for England and Wales or any statutory successor;

‘the Companies Act’ means the Companies Act 1985;

‘connected person’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee, and any company of which a Trustee is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘EGM’ means an extraordinary general meeting of the Charity;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘informal membership’ refers to a supporter who may be called a ‘member’ but is not a company member of the Charity.

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to company membership of the Charity;

‘Memorandum’ means the Charity’s Memorandum of Association;

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales;

‘the Objects’ means the Objects of the Charity as defined in clause 3 of the Memorandum;

‘Secretary’ means the company secretary of the Charity;

‘taxable trading’ means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors.

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

9.2 Expressions defined in the Companies Act have the same meaning.

9.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.