

Company Number: 06663601

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

of

THAMES WATER TRUST FUND



Adopted pursuant to a special resolution passed on 3 November 2021

Name, registered office and interpretation

1.

1.1. The company's name is Thames Water Trust Fund (and in this document it is called "the Charity").

1.2. The Charity's registered office is to be situated in England.

1.3. In these articles:

"the Act" means the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means 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;

"the Commission" means the Charity Commission for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

“officers” includes the Trustees and the secretary;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Trustees” means the directors of the Charity. The Trustees are charity trustees as defined by Section 97 of the Charities Act 1993;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles having the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of Members

2. The liability of members is limited.
3. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The Charity's objects (“the Objects”) are the relief of those persons who are in condition of need, poverty, financial hardship or other distress and struggle to meet or pay charges for the supply of water and/or sewerage services provided by Thames Water Utilities Limited at such time or times and in such manner as the Trustees think fit.

Powers

5. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):-

- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993 as amended by the Charities Act 2006;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 as amended by the Charities Act 2006 if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
- (j) to delegate the management of the Charity upon such terms and at such reasonable remuneration as the Trustees may think fit to any professional person or company who is in the opinion of the Trustees qualified for that purpose subject to the delegated powers being exercised only within clear policy guidelines drawn up in advance by the Trustees and to all acts and proceedings being updated to the Trustees on a regular basis;
- (k) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and

- (iii) arrange for the investments or other property of the Charity 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;

- (l) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in sub-paragraph (2) of this Article, but subject to the restrictions specified in sub-paragraph (3) of the Article;
- (m) 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;
- (n) to make payments:
 - (i) to settle amounts owing in pursuance of the Objects. When making such payments to ensure, so far as possible, that they are made direct to the organisation company body or institution to which such amounts are owing and to accept as a good discharge in respect of such payments the receipt of that organisation company body or institution;
 - (ii) where appropriate for the benefit of persons in pursuance of the Objects to third parties and to accept as a good discharge in respect of such payments the receipt of such third parties;
- (o) to provide debt counselling services to all such persons who qualify for relief in such manner and at such times as the Trustees think fit;
- (p) to do all such other lawful things as are necessary for the achievement of the Objects;
- (q) to delegate its grant making process within agreed limits to any professional person/company to whom/which the management of the Charity has been delegated pursuant to the above power contained in sub-paragraph 5.1(j) subject always to the delegated grant making process being exercised only within clear policy guidelines drawn up in advance by the Trustees and all acts and proceedings being reported regularly to the Trustees.

(2) The liabilities referred to in sub-paragraph (1)(l) are:-

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-paragraph (2)(a):-
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-paragraph 2(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

Application of income and property

- 6. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) 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 him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in sub-paragraphs 5(2) and 5(3), a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (c) A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 54.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

- (4) No Trustee may:
- (a) buy any goods or services from the Charity;
 - (b) sell goods, services, or any interest in land to the Charity;
 - (c) be employed by, or receive any remuneration from the Charity;
 - (d) receive any other financial benefit from the Charity;
- unless:
- (i) the payment is permitted by sub-paragraph (5) of this Article and the Trustees follow the procedure and observe the conditions set out in sub-paragraph (6) of this Article; or
 - (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5)
- (a) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
 - (b) A Trustee may enter into a contract for the supply of goods or services to the Charity, where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.
 - (c) A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
 - (d) A company of which a Trustee is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
 - (e) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6)
- (a) The Charity and its Trustees may only rely upon the authority provided by sub-paragraph 6(5) if each of the following conditions is satisfied:-
 - (i) The remuneration or other sums paid to the Trustee does not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Trustee is absent from the part of any meeting at which there is discussion of:

- (A) his or her remuneration, or any matter concerning the contract; or
 - (B) his or her performance of the contract; or
 - (C) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-paragraph 6(5); or
 - (D) any other matter relating to a payment or the conferring of any benefit permitted by sub-paragraph 6(5).
- (iii) The Trustee 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.
 - (iv) The other Trustees are satisfied that it is in the interests of the Charity to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
 - (v) The reason for their decision is recorded by the Trustees in the minute book.
 - (vi) A majority of the Trustees then in office have received no such payments.
- (b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

(7) In sub-paragraphs (2)-(6) of this Article 6:

- (a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company;
- (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister or spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.
- (8) 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 this memorandum or the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) 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;
 - (b) 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;
 - (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
7. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any Charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, 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 on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or

- (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

Members

- 8.
 - (1) The subscribers to the memorandum are the first members of the Charity.
 - (2) Membership is open to other individuals or organisations interested in promoting the Objects who:
 - (a) apply to the Charity in the form required by the Trustees; and
 - (b) are approved by the Trustees in their absolute discretion.
- 9. Membership is not transferable to anyone else.
- 10. The Trustees must keep a register of names and addresses of the members.

Classes of Membership

- 11.
 - (1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - (2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
 - (3) 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.
 - (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

12. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one 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;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General Meetings

13. The Trustees may call a general meeting at any time.

Notice of general meetings

14. (1) The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- (2) 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 who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and article 21 of these articles.
- (4) The notice must be given to all members and to the Trustees and auditors.
15. 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

16. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - one-tenth of the total membership at the time
- whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
17. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
18. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen 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.
19. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) 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.
 - (3) 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.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
20. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) 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.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) 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.
- (4) (a) 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 a poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) 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.

- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

21. (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) –

"charity name []

I/We, [] of [] being a member/members of the above named charity, hereby appoint [] of [] or failing him/her, [] of [] as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on [] and at any adjournment thereof.

Signed on []"

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) –

"charity name []

I/We, [] of [] being a member/members of the above named charity, hereby appoint [] of [] or failing him/her, [] of [] as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on [] and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against
Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as she/he thinks fit or abstain from voting.

Signed this [] day of []”.

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Trustees) may be lodged with the Charity as follows:
- (i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
 - (iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any Trustee.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause 21(4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:
- (i) its registered office, or

- (ii) at such other place at which the instrument of proxy was duly deposited, or
- (iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions

22. A resolution in writing agreed by a simple majority (or in the case of a special resolution a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

23. (1) Subject to Article 11 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
24. 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.
25. (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been

revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Trustees

26. (1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 36.
27. The number of Trustees shall be not less than two but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
28. The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity.
29. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees

30. (1) 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 Act, these articles or any special resolution.
- (2) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) 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.

The Appointment of Trustees

31. The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
32. No person may be appointed a Trustee at any general meeting unless:
 - (1) he or she is recommended by the Trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;

- (b) states the member's intention to propose the appointment of a person as a Trustee;
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

33. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee.
34. The Trustees may appoint a person who is willing to act to be a Trustee.
35. The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

36. A Trustee shall cease to hold office if he or she:
- (1) ceases to be a Trustee by virtue of any provision in the Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns 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
 - (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Trustees' Remuneration

37. The Trustees must not be paid any remuneration unless it is authorised by Article 6.

Proceedings of Trustees

38. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
39. (1) 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.
- (2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- (3) 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.
40. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
41. (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (2) 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 ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Trustees.
42. (1) A resolution in writing agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
- (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are

received at the registered office within the period of 28 days beginning with the circulation date.

- (2) 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.

Delegation

43. (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 the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
44. A Trustee must declare the nature and extent of any interest, direct or indirect, which she/he has 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 himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
45. (1) Subject to paragraph 45(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:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Trustee; and

- that Trustee being counted in the quorum;

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

- (2) Paragraph 45(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for paragraph 45(1), the resolution would have been void, or if the Trustee has not complied with article 44.

Seal

46. 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 or by a second Trustee.

Minutes

47. The Trustees must keep minutes of all:
 - (1) appointments of officers made by the Trustees;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

48. (1) The Trustees must prepare for each financial year accounts as required by the 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.
- (2) The Trustees must keep accounting records as required by the Act.

Annual Report and Return and Register of Charities

49. (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
 - (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
50. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.
51. (1) The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
52. 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.
53. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given.
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity



54. The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity 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.

Rules

55. (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.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules and bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

