

The Companies Act 2006

ARTICLES OF ASSOCIATION

EALING FOODBANK

Incorporated on: 16th July 2013

Company Registration No: 8611832

Charity Registration No: 1156369

Prepared by:
Trust Advice CIC
Unit 2 Broadbridge Business Centre,
Delling Lane, Bosham, PO18 8NF

Contents

Company Name & registered office	3
Interpretation.....	3
Liability of members.....	4
Objects.....	4
Powers	4
Application of income and property	6
Trustees' Benefits	7
Members.....	7
Classes of membership	8
Termination of membership.....	8
General meetings.....	9
Notice of general meetings.....	9
Proceedings at general meetings.....	10
Content of proxy notices	11
Delivery of proxy notices	12
Written resolutions.....	12
Votes of members.....	12
Trustees	13
Powers of Trustees.....	13
Retirement of Trustees	14
Appointment of Trustees.....	14
Disqualification and removal of Trustees	15
Remuneration of Trustees	15
Proceedings of Trustees	15
Duty of care and extent of liability	17
Delegation	17
Declaration of Trustees' interests	17
Conflict of interests	17
Validity of Trustees' decisions	18
Seal	18
Minutes	18
Accounts.....	19
Treasurer.....	19
Annual Report and Return and Register of Charities	19
Means of communication.....	19
Indemnity	20
Rules.....	20
Disputes	21
Dissolution.....	21
Statement of Faith	22

The Companies Act 2006

A company limited by guarantee not having a share capital

ARTICLES OF ASSOCIATION

EALING FOODBANK

Company Name & registered office

1. The Charitable Company's name is Ealing Foodbank (and in this document is called "the Charity"). The registered office of the Charity is St Mellitus Hall, 1 Church Rd, Hanwell, London W7 3BB.

Interpretation

2. In the articles:

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

"the articles" means the Charity's articles of association;

"the Charity" means the company intended to be regulated by the 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 meant to take effect;

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

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"the directors" means the directors of the Charity. The directors are Charity Trustees as defined by section 177 of the Charities Act 2011 and hereinafter are called "Trustees";

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

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

"officers" includes the Trustees and secretary (if any);

"the seal" means the common seal of the Charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Charity;

"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.

"connected person" means the trustee's spouse, which includes someone living with someone else as their husband or wife; the trustee's children, parents, grandchildren, grandparents, brothers and sisters and their spouses; business partners or firms or businesses (not including those which are wholly owned by one or more charities) in which the trustee has a substantial interest.

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 the articles have the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Charity.

Liability of members

3. (a) The liability of the members is limited.
- (b) Every member undertakes, if the Charity is dissolved while he she or it is a member or within twelve months after he she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustments of the rights of the contributories among themselves.

Objects

4. The Charity's objects ("Objects") are for the public benefit and are:

The prevention or relief of poverty in the London Borough of Ealing and surrounding areas in particular but not exclusively by providing emergency food supplies to individuals in need and by such other means as the Trustees may determine, and to deliver its services in accordance with Christian principles.

Powers

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform with any relevant statutory regulations;
 - (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (d) 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 117 and 122 of the Charities Act 2011;
- (e) 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 or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- (f) subject to articles 6 and 7 below, to employ or otherwise engage the services of and remunerate such staff as are necessary for the proper pursuit of the Objects and to make all reasonable provision for the payment of pensions and superannuation to staff and their dependants;
- (g) to establish or support any trusts, associations, institutions or other bodies which exist to further all or any of the Objects;
- (h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (j) to make donations to any worker not being a Trustee who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;
- (k) to make donations or loans to other charities having the same or similar Objects as the Charity;
- (l) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
- (m) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity except where it is a direct means of furthering the Objects;
- (n) to appoint and constitute such advisory committees as the Trustees may think fit;
- (o) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish the useful results thereof;
- (p) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
- (q)
 - i. to train, equip, commission and support or to assist in the training of any people who are concerned to achieve the Objects;

- ii. to make any grant, gift or payment for the purpose of or in connection with such training, equipping, commissioning and support;
 - iii. to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (r) to insure any asset of the Charity on such terms as the Trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the Trustees think fit including whether to restore the asset or not;
- (s) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (t) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (u) to deposit or invest funds, employ a professional fund manager and arrange for the investments or other property of the Charity to be held in the name of a nominee, as may from time to time be required, 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;
- (v) to set aside income as a reserve against future expenditure but only in accordance with a written reserves' policy;
- (w) to undertake, facilitate or support the co-ordination and networking of other agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
- (x) to make regulations for the management of any property which may be acquired by the Charity;
- (y) to do all such other lawful things as are necessary for the achievement of the Objects.

Application of income and property

- 6. (a) The income and property of the Charity shall be applied solely towards the promotion of the Objects and do not belong to the members.
- (b) However a Trustee (or in respect of article 8 a member also)
 - i. 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;
 - ii. may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - iii. may receive an indemnity from the Charity in the circumstances specified in article 62.

- iv. may be paid interest at a reasonable rate on money lent to the Charity,
 - v. may be paid a reasonable rent or hiring fee for property or equipment lent or hired to the Charity
- (c) 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:
- i. benefit from the Charity in the capacity of a beneficiary of the Charity;
 - ii. reasonable and proper remuneration for any goods or services supplied to the Charity;
 - iii. interest on money lent by any member of the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - iv. reasonable and proper rent for premises demised or let by any member.

Trustees' Benefits

7. A trustee must not be an employee of the Charity, but a trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if
- i. the goods or services are actually required by the Charity,
 - ii. the nature and level of benefit is no more than reasonable in relation to the value of the goods and services and is set at a meeting of the trustees in accordance with the procedure in article 49,
 - iii. and no more than one-third of the trustees are interested in such a contract in any financial year.

Members

8. (a) The subscribers to the Memorandum are the first members of the Charity.
- (b) The members of the Charity shall be its Trustees for the time being. The only persons eligible to be members of the Charity are its Trustees. Membership of the Charity cannot be transferred to anyone else.
- (c) Any member who ceases to be a Trustee automatically ceases to be a member of the Charity.
- (d) The Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

- (e) Other references in these Articles to members and membership do not apply to non-voting members, and non-voting members do not qualify as company law members for any purpose.
- (f) The Charity must keep a register of the names and addresses of the members.

Classes of membership

- 9. (a) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (b) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership;
- (c) The rights attached to a class of membership may only be varied if:
 - i. three-quarters of the members of that class consent in writing to the variation; or
 - ii. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (d) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

- 10. Membership is terminated if:
 - (a) the member dies,
 - (b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
 - (c) any sum due from the member to the charity is not paid in full within six months of it falling due;
 - (d) any person who ceases to be a trustee in accordance with Article 38 shall forthwith cease to be a member of the charity;
 - (e) 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 or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - i. 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;
 - ii. 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

11. Unless the Charity has elected to dispense with the need to hold an Annual General Meeting by passing an elective resolution (and that elective resolution remains in effect), the Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. The Annual General Meeting shall be held at such times and places as the Trustees shall appoint.
12. The Trustees may call a general meeting at any time.
13. On the requisition of 10% of the members having the right to vote at general meetings pursuant to the provisions of the Act, the Trustees must call a general meeting of the Charity.

Notice of general meetings

14. (a) The minimum periods of notice required to hold a general meeting are:
 - i. twenty-one days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - ii. fourteen clear days for all other general meetings.
- (b) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
- (d) The notice must be given to all the members and to the Trustees.
- (e) The Trustees must give notice of a General Meeting called by requisition of the members as provided for in Article 13 above:
 - i. within 21 days from the date on which they become subject to the requirement;
 - ii. the meeting must be held on a date not more than 28 days after the date of the notice calling the meeting;
 - iii. if the requests received by the Charity identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution;
 - iv. the business that may be dealt with at the meeting includes a resolution of which notice is given in accordance with section 303 of the Act.

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. (a) No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member present in person or by proxy, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. The authorised representative of a member organisation shall be counted in the quorum.
- (b) Notwithstanding any other provision of these Articles, any General Meeting (and any associated poll or ballot) may be held by suitable electronic means, agreed by the Trustees, by which a participant attending the General Meeting is able to communicate with all the other participants. In respect of any reference in these Articles to attendance at a General Meeting (or any associated poll or ballot) "present" or "present in person" includes being present by suitable electronic means as aforesaid.
17. If a quorum is not present within half an hour of the time appointed for the meeting or a quorum ceases to be present during a meeting, the meeting shall be adjourned to such time and place as the Trustees shall determine. 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. 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 in person or by proxy at that time shall constitute the quorum for the meeting.
18. General meetings shall be chaired by the person who has been appointed as chair of the Trustees. If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, he shall chair the meeting. 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. (a) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (b) 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.
- (c) 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.
- (d) 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. (a) Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- i. by the person chairing the meeting; or
 - ii. by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - iii. 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.
- (b)
 - i. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - ii. 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.
- (c) The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- (d) A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (e) A poll demanded on the election of chairman, or on a question of adjournment, must be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (f) No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Content of proxy notices

- 21. (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - i. states the name and address of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

- iv. is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (b) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - i. allowing the person appointed as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 22. (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

- 23. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been 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

- 24. Subject to Article 9, every member, shall have one vote.
- 25. 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 chairman shall be final.

Trustees

26. (a) A Trustee must be a natural person aged 16 years or older.
- (b) No one may be appointed a Trustee if he would be disqualified from acting under the provisions of article 38.
27. The number of Trustees shall be not less than 3 (three) and, 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. Future Trustees shall be appointed as provided subsequently in the Articles.
29. A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

Powers of Trustees

30. (a) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (b) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (c) 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.
31. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers, namely:
 - (a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
 - (b) to enter into contracts on behalf of the Charity;
 - (c) to appoint one or more of their number as a director of a wholly-owned subsidiary company provided that:
 - i. the wholly-owned subsidiary company is acting solely for the benefit of the Charity;
 - ii. that such appointment is in the best interests of the Charity;
 - iii. that such appointment is a minority of the current Trustees;
 - iv. that no Trustee so appointed stands to gain personally whether financially or otherwise from such appointment; and
 - v. that appropriate professional advice has been taken.

Retirement of Trustees

32. (a) The Trustees shall be subject to retirement by rotation. They are eligible to serve for a three-year period and may then be re-elected for further three-year periods;
- (b) At every subsequent annual general meeting following the first, one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one Trustee who is subject to retirement by rotation they shall retire;
- (c) The first Trustees to retire shall be decided by lots drawn amongst themselves;
- (d) If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Trustees

33. No person may be appointed as a Trustee at any general meeting:
- (a) unless is recommended for re-election by Trustees; or
- (b) unless not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
- i. is signed by a member entitled to vote at the meeting;
 - ii. states the member's intention to propose the appointment of a person as a Trustee;
 - iii. contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - iv. is signed by the person who is to be proposed to show his willingness to be appointed.
- (c) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of article 38;
- (d) unless he subscribes to the Statement of Faith in the Schedule hereto attached;
- (e) unless he has signed in the Minute book on the first and on each subsequent appointment a declaration of acceptance and willingness to act in accordance with the trusts of the Charity and completed the statutory forms of appointment.
34. The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
35. 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.

36. In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience required for the effective administration of the Charity.
37. 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

38. A Trustee shall cease to hold office if they:
- (a) cease to be a Trustee by virtue of any provision of the Companies Acts or is prohibited by law from being a director;
 - (b) are disqualified from acting as a Trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (c) cease to be a member of the Charity;
 - (d) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - (e) resign their office 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);
 - (f) are absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that their office be vacated;
 - (g) cease to subscribe to the Statement of Faith set out in the Schedule to these Articles; or
 - (h) the members of the Charity in a general meeting decide by ordinary resolution for a good and sufficient reason to terminate the Trustee's appointment provided that they shall have received 14 clear days' notice in writing to their last known address notifying them of the intention to terminate their appointment and the reasons therefore and that they shall have the right to be heard by the members at such general meeting before any vote is taken.

Remuneration of Trustees

39. The Trustees must not be paid any remuneration unless it is authorised by articles 6 and 7.

Proceedings of Trustees

40. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary (if any) at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.

41. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
42. (a) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. ("Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.)
- (b) 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.
- (c) 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.
43. 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 for calling a general meeting.
44. (a) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (b) 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.
- (c) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to them by the Trustees.
45. A resolution in writing or in electronic form 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.
46. Any bank account in which any part of the assets of the charity is deposited shall indicate the name of the charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees. Such electronic payments as may be required may be made and received subject to effective controls being in place and regularly monitored by the trustees.

Duty of care and extent of liability

47. When exercising any power (whether contained in the articles or provided by statute or any rule of law) to administer or manage the Charity, each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that they have or claims to have (the "duty of care"). No Trustee and no-one exercising powers or responsibilities that have been delegated by the Trustees shall be liable for any act or failure to act unless, in acting or failing to act, they have failed to discharge the duty of care.

Delegation

48. (a) 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.
- (b) The Trustees may impose conditions when delegating, including the conditions that:
- i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (c) The Trustees may revoke or alter a delegation.
- (d) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Declaration of Trustees' interests

49. (a) Whenever a trustee has a personal interest in a matter to be discussed at a meeting of the directors or a committee, he or she must
- i. declare an interest before the meeting or at the meeting before discussion begins on the matter,
 - ii. be absent from the meeting for that item unless expressly invited to remain in order to provide information,
 - iii. not be counted in the quorum for that part of the meeting, and
 - iv. be absent during the vote and have no vote on the matter.
- (b) This article may not be amended without the written consent of the Charity Commission in advance.

Conflict of interests

50. (a) If a conflict of interest arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply

- i. 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,
 - ii. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting, and
 - iii. the unconflicted directors consider it in the best interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (b) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

Validity of Trustees' decisions

51. (a) Subject to article 51 (b), 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:
- i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- iv. the vote of that Trustee; and
- v. that Trustee being counted in the quorum;

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

- (b) Article 51 (a) does not permit a Trustee to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if, but for article 51 (a) the resolution would have been void, or if the Trustee has not complied with articles 49 and 50.

Seal

52. If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

Minutes

53. The Trustees must keep minutes of all:

- (a) appointments of officers made by the Trustees;

- (b) proceedings at meetings of the Charity;
- (c) meetings of the Trustees and committees of Trustees including:
 - i. the names of the Trustees present at the meeting;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate, the reasons for the decisions.

Accounts

- 54. (a) The Trustees must prepare for each financial year accounts as required by the Companies Acts and the Charities 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.
- (b) The Trustees must keep accounting records as required by the Companies Acts and the Charities Act.

Treasurer

- 55. Any Treasurer appointed (without detracting from the provisions of article 54) shall ensure that proper financial records and accounts are maintained in accordance with the requirements of Companies House and the Charity Commission. The Treasurer shall be responsible for the financial aspects of fund-raising, income generation and the strategic development of the resources of the Charity.

Annual Report and Return and Register of Charities

- 56. (a) The Trustees must comply with the requirements of the Charities Act 2011 with regard to:
 - i. the transmission of the statements of account to the Charity Commission;
 - ii. the preparation of an Annual Report and its transmission to the Commission;
 - iii. the preparation of an Annual Return and its transmission to the Commission.
- (b) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication

- 57. (a) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

- (b) Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 58. Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or
 - (b) must be given in electronic form.
- 59. (a) The Charity may give any notice to a member either in person, by sending it by post in a prepaid envelope addressed to the member at his address or by leaving it at the address of the member or by giving it in electronic form to the member's address or by posting it on the Charity's website.
 - (b) 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.
- 60. 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.
- 61. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
 - (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - (c) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - i. 48 hours after the envelope containing it was posted; or
 - ii. in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 62. (a) The Charity may indemnify every relevant Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
 - (b) In this article a "relevant Trustee" means any Trustee or former Trustee of the Charity.

Rules

- 63. (a) 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.
 - (b) The bye laws may regulate the following matters but are not restricted to them:

- i. the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members and in accordance with the provisions of article 8;
 - ii. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - iii. 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;
 - iv. 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;
 - v. generally, all such matters as are commonly the subject matter of company rules.
- (c) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (d) 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.
 - (e) The rules or 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.

Disputes

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

Dissolution

- 65. (a) 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:
 - i. directly for the Objects;
 - ii. by transfer to any charity or charities for purposes similar to the Objects; or
 - iii. to any charity or charities for use for particular purposes that fall within the Objects.
- (b) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and if no resolution in accordance with article 65 (a) 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.

- (c) A final report and statement of account must be sent to the Commission.

SCHEDULE

Statement of Faith

We believe in ...

1. The one true God who lives eternally in three persons – the Father, the Son and the Holy Spirit.
2. The love, grace and sovereignty of God in creating, sustaining, ruling, redeeming and judging the world.
3. The divine inspiration and supreme authority of the Old and New Testament Scriptures, which are the written Word of God – fully trustworthy for faith and conduct.
4. The dignity of all people, made in God's image to love, be holy and care for creation, yet recognising our sin.
5. The incarnation of God's eternal Son, the Lord Jesus Christ – born of the virgin Mary, truly divine and truly human, yet without sin.
6. The atoning sacrifice of Christ on the cross: dying in our place, paying the price of sin and defeating evil, so reconciling us with God.
7. The bodily resurrection of Christ, the first fruits of our resurrection; his ascension to the Father and his reign and mediation as the only Saviour of the world.
8. The justification of sinners solely by the grace of the God through faith in Christ.
9. The ministry of God the Holy Spirit, who leads us to repentance, unites us with Christ through new birth, empowers our discipleship and enables our witness.
10. The Church, the body of Christ both local and universal, the priesthood of all believers – given life by the Spirit and endowed with the Spirit's gifts to worship God and proclaim the gospel, promoting justice and love.