

Company Limited by Guarantee and not having a Share Capital

**Articles of Association  
of  
Action for Children  
(the “Charity”)**

**PART A – INTERPRETATION**

**1 PREAMBLE**

Action for Children is inspired by and works closely with the Methodist Church to improve the quality of life of the most vulnerable children and young people and continues the work of the former unincorporated charity, NCH (previously National Children’s Home). Action for Children’s stated purpose is “*to help the children who need it the most*” and is rooted firmly in the tradition of John Wesley who said that we should go not only to those who need us but to those who need us most.

**2 STANDARD REGULATIONS DO NOT APPLY**

None of the model articles for private companies limited by guarantee in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) and no other default or model regulations set out in or by any other statute, code, guidance or body or otherwise shall apply to the Charity, but the following shall be the articles of association of the Charity.

**3 INTERPRETATION**

3.1 In these Articles the following terms shall have the following meanings:-

<b>Term</b>	<b>Meaning</b>
“Act”	means the Companies Act 2006;
“address”	in relation to electronic communications includes any number or address used for the purpose of such communication;
“Articles”	these Articles of Association of the Charity;



“Clear Days”	in relation to the period of a notice, that 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;
"Chair"	shall mean the Chair of the Trustees;
“Charity”	Action for Children;
“electronic communications”	has the meaning ascribed to it in the Electronic Communications Act 2000;
“electronic signature”	has the meaning ascribed to it in the Electronic Communications Act 2000;
"General Meeting"	means general meeting for the purposes of the Act;
“in writing”	means written, printed or transmitted writing including by electronic communication;
“Member”	means a member of the Charity for the purposes of the Act;
“Memorandum”	the Memorandum of Association of the Charity;
“Secretary”	the company Secretary of the Charity;
“Trustee and Trustees”	the director and directors as defined in the Act.

### 3.2 In these Articles:

- 3.2.1 unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Charity;
- 3.2.2 references to any legislation, regulations, determinations and directions include all amendments, extensions, consolidations, replacements or re-enactments and all regulations, determinations and directions made or given under any of them, and in each case in force on the date when these Articles become binding on the Charity; and
- 3.2.3 the table of contents and headings are included for convenience and shall not affect the interpretation of these Articles.

## **PART B – THE CHARITY’S OBJECTS AND POWERS**

### **4 OBJECTS**

The Charity works for the public benefit having as its objects the promotion of the upbringing and care of children and young people in need from all backgrounds, cultures and faiths or none in particular by:

- 4.1 promoting their better care and safeguarding them;
- 4.2 providing assistance to them and their families and carers;
- 4.3 promoting their health;
- 4.4 promoting their education and establishment in life.

### **5 POWERS**

To further its objects the Charity may:

- 5.1 alone or with others develop and establish schemes, including residential schemes, for the delivery of services to the beneficiaries of the Charity;
- 5.2 act as an adoption and fostering agency;
- 5.3 provide and assist in the provision of money, materials or other help;
- 5.4 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 5.5 publish books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 5.6 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 5.7 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which charity may properly undertake;
- 5.8 acquire any real or personal property and any rights or privileges and construct and maintain, alter and equip any buildings;

- 5.9 subject to any consent required by law dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;
- 5.10 subject to any consent required by law borrow or raise and secure the payment of money;
- 5.11 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.12 delegate the management of investments;
- 5.13 arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) and pay any reasonable fee required;
- 5.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 5.16 subject to Article 5.17 raise funds by way of subscription, donation or otherwise;
- 5.17 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 5.18 incorporate subsidiary companies to carry on any trade;
- 5.19 subject to Article 0 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 5.20 establish and support or aid in the establishment and support of any other charitable organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 5.21 undertake and execute charitable trusts;
- 5.22 undertake and perform the office and duties of Trustee, custodian Trustee, executor, administrator, attorney or nominee of or for any person in any circumstances where the Charity has an interest directly or indirectly in undertaking or performing such duties;
- 5.23 co-operate with any charity;
- 5.24 amalgamate with any charity having charitable objects wholly or in part similar to those of the charity;
- 5.25 acquire or undertake all or any of the property, liabilities and engagements of charities with which the Charity may amalgamate or co-operate;

- 5.26 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 5.27 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity; and
- 5.28 do all such other lawful things as shall further the Charity's objects.

## **6 LIMITATION ON PRIVATE BENEFITS**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of its objects and (except as provided below) no part may be paid or transferred directly or indirectly by way of benefit to the Members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity provided that this shall not prevent a Trustee from receiving the following benefits:
  - 6.1.1 benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way;
  - 6.1.2 reasonable and proper remuneration to a Trustee in respect of the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993;
  - 6.1.3 interest on money lent by any person at a reasonable and proper rate;
  - 6.1.4 any reasonable and proper rent for premises let by any person;
  - 6.1.5 fees, remuneration or other benefits in money or money's worth to a company of which a Trustee or a member of his or her immediate family holds less than one per cent of the capital;
  - 6.1.6 reasonable and proper out-of-pocket expenses of Trustees;
  - 6.1.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.27 of these Articles.
- 6.2 For the purposes of Article 6.1 "Charity" shall include any company in which the Charity:
  - 6.2.1 holds more than 50% of the shares; or

- 6.2.2 controls more than 50% of the voting rights attached to the shares; or
- 6.2.3 has the right to appoint one or more directors to the board of the company
- 6.3 For the purposes of Article 6.1 Trustee shall include "Connected Persons" which shall mean:
  - 6.3.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - 6.3.2 the spouse or civil partner of the Trustee or of any person falling within Article 6.3.1 above;
  - 6.3.3 a person carrying on business in partnership with the Trustee or with any person falling within Articles 6.3.1 or 6.3.2 above;
  - 6.3.4 an institution which is controlled:
    - 6.3.4.1 by the Trustee or any connected person falling within paragraph 6.3.1, 6.3.2, or 6.3.3 above; or
    - 6.3.4.2 by two or more persons falling within sub-paragraph 6.3.4.1, when taken together
  - 6.3.5 a body corporate in which:
    - 6.3.5.1 the Trustee or any connected person falling within paragraphs 6.3.1 to 6.3.3 has a substantial interest; or
    - 6.3.5.2 two or more persons falling within sub-paragraph 6.3.5.1 who, when taken together, have a substantial interest.
- 6.4 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in Article 6.3.

## **7 LIMITED LIABILITY**

- 7.1 The liability of the Members is limited.
- 7.2 Every Member of the Charity undertakes to contribute a sum not exceeding £1 to the assets of the Charity if it is wound up during his or her membership or within one year afterwards for:
  - 7.2.1 payment of the debts and liabilities of the Charity contracted before he or she ceased to be a Member;
  - 7.2.2 the costs, charges and expenses of winding up;
  - 7.2.3 the adjustment of the rights of the contributories among themselves.

## **8 WINDING UP**

If any property remains after the Charity has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members of the Charity, but must be given to some other charitable institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the Trustees.

## **PART C – MEMBERSHIP**

### **9 ADMISSION OF MEMBERS**

9.1 The Trustees of the Charity who have indicated in writing their willingness to become a Member of the Charity shall be the only Members of the Charity.

9.2 Upon the requirements of Article 9.1 being met, that person shall be entered in the Charity's register of members and thereupon that person shall become a Member.

9.3 Membership of the Charity is personal and not transferable.

### **10 CESSATION OF MEMBERSHIP**

An individual shall cease to be a member if he or she ceases to be a Trustee.

### **11 ASSOCIATE MEMBERS**

The Trustees may establish such classes of associate membership with such description and with such rights as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be Members of the Charity for the purposes of the Articles or the Act.

## **PART D – GENERAL MEETINGS**

### **12 CALLING OF MEETINGS**

12.1 Three Trustees or one third of the Trustees if greater than three may (and the Secretary shall at the request of such number of Trustees) call a General Meeting at any time.

12.2 Subject to section 312 of the Act (*resolution requiring special notice*), a General Meeting (other than an meeting adjourned for 30 days or more) shall be called on at least 14 Clear Days' notice in writing unless shorter notice is agreed by Members together holding 90% or more of the total voting rights of all the Members at that meeting.

12.3 The notice of General Meeting shall specify the:

- 12.3.1 place, time and date of the meeting;
  - 12.3.2 general nature of the business to be dealt with at the meeting;
  - 12.3.3 details of any proposed resolutions including whether it is a special or ordinary resolution; and
  - 12.3.4 right of Members to appoint a proxy under section 324 of the Act and Article 18.
- 12.4 The notice of General Meetings and any other communications relating to a General Meeting shall be sent to:
- 12.4.1 every Member (except for any Member living outside the United Kingdom who has not given an address for service within the United Kingdom); and
  - 12.4.2 the auditor of the Charity for the time being

but the accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate proceedings at that General Meeting.

### **13 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 13.1 A person is able to partake at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 13.2 The Trustees may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 13.3 In determining attendance at a General Meeting, it is immaterial whether any two or more persons attending it are in the same place as each other, provided that if a person attending the General Meeting is not in the same place as the chair, he must be able (to the satisfaction of the chair) to hear, comment and vote on the proceedings of the meeting through telephone, video conferencing or other communications equipment.
- 13.4 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 13.5 The chair of the General Meeting may permit other persons who are not Members to attend and speak at a General Meeting. Such a person may not vote, but may take part in discussions unless the Members present decide otherwise. The Members may exclude such a person from any part of a General Meeting where they consider the business is private.

## **14 QUORUM FOR GENERAL MEETINGS**

14.1 No business other than the appointment of the chair of the General Meeting shall be transacted at any General Meeting if the persons attending it do not constitute a quorum.

14.1.1 A quorum for all purposes shall be three qualifying persons entitled to vote.

14.2 For the purposes of these Articles a "**qualifying person**" is:

14.2.1 an individual who is a Member;

14.2.2 a person authorised under section 323 of the Act to act as the representative of a corporation in relation to a General Meeting; or

14.2.3 a person appointed as proxy of a Member in relation to the General Meeting.

## **15 CHAIR AT GENERAL MEETINGS**

15.1 Subject to Articles 15.2 and 15.3, the Chair (if any) of the Trustees shall preside as the chair at every General Meeting.

15.2 If there is no Chair of the Trustees, or if he or she is not present within 15 minutes of the time at which the General Meeting was due to start or he is unwilling to act, the Trustees present shall elect one of their number to be the chair of the General Meeting.

15.3 If no Trustee is willing to act as chair of the General Meeting or if no Trustee is present within 15 minutes of the time at which the meeting was due to start, the Members present shall choose one of their number to be the chair of the General Meeting.

15.4 A chair of the General Meeting shall not be entitled to exercise a second or casting vote on any matter which is to be considered at the meeting.

## **16 ADJOURNMENT OF GENERAL MEETINGS**

16.1 The chair may adjourn a General Meeting at which a quorum is present if:

16.1.1 it appears to the chair of the General Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner; and

16.1.2 the Members consent to an adjournment.

16.2 The chair of the General Meeting must adjourn a General Meeting if directed to do so by the Members.

16.3 When adjourning a General Meeting, the chair must:

16.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

16.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

16.4 No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

16.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they are actually passed.

## 17 VOTING AT GENERAL MEETINGS: GENERAL

17.1 Resolutions put to the vote of General Meetings are to be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

17.2 On a show of hands, every qualifying person present shall have one vote.

17.3 In the case of equality of votes, the chair of the General Meeting shall not be entitled to a second or casting vote.

17.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the chair of the General Meeting whose decision is final.

17.5 A declaration by the chair of the General Meeting that a resolution has been carried (or not carried) unanimously or by a particular majority which is entered into the minutes of the meeting is conclusive evidence of the fact unless a poll is demanded.

## 18 PROXIES

18.1 A Member may appoint any person (who need not be a Member) as a proxy. The notice appointing a proxy (a "**proxy notice**") shall be in writing in the form specified by the Trustees and signed by the Member appointing the proxy or the Member's attorney in accordance with S.324 of the Act.

18.2 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

18.3 Unless a proxy notice indicates otherwise, it must be treated as:

18.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions out to the General Meeting; and

18.3.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

18.4 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.

- 18.5 A notice revoking a proxy appointment only takes effect if it is delivered to the Registered Office before the start of the General Meeting or adjourned General Meeting to which it relates.

## **19 WRITTEN RESOLUTIONS**

A resolution in writing signed (including by way of electronic signature) by each person who would have been entitled to vote upon it if it had been proposed at a meeting at which he or she was present shall be as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.

## **PART E – TRUSTEES**

### **20 NUMBER OF TRUSTEES**

There shall be at least seven Trustees and not more than eighteen.

### **21 ADMISSION OF TRUSTEES**

- 21.1 Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee by ordinary resolution or a decision of the Trustees.
- 21.2 In recognition of the close links between the Methodist Church and Action for Children, the Methodist Church appoints a nominee to be a Trustee of the Charity ex officio.
- 21.3 No person may be a Trustee:
- 21.3.1 unless he or she has attained the age of 18 years; or
  - 21.3.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.
- 21.4 The appointment of a Trustee is not to take effect until he or she has consented to become a Trustee, by signing the prescribed Companies House form.
- 21.5 The acts of a person acting as a Trustee are valid notwithstanding that it is afterwards discovered that:
- 21.5.1 there was a defect in his appointment;
  - 21.5.2 he or she was disqualified from holding office;
  - 21.5.3 he or she had ceased to hold office; or
  - 21.5.4 he or she was not entitled to vote on the matter in question.

- 21.6 Alterations to these Articles and resolutions made by the Charity in General Meetings do not invalidate earlier acts of the Trustees which would have been valid without those alterations or resolutions.
- 21.7 Trustees (other than the Chair of the Trustees and the ex officio Trustee) shall be appointed for an initial term of three years, renewable for a second term of three years. At the end of the second term, a Trustee shall cease to be eligible for re-appointment unless a resolution is approved by at least 75% of the Trustees that the retiring Trustee be appointed for one further non-renewable term of three years.

## **22 CESSATION OF TRUSTEESHIP**

- 22.1 A Trustee shall cease to hold office if:
- 22.1.1 he or she dies;
  - 22.1.2 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee;
  - 22.1.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - 22.1.4 the Trustees reasonably believe he or she is incapable mentally or physically of acting and they resolve that he or she be removed from office;
  - 22.1.5 he or she resigns 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);
  - 22.1.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
  - 22.1.7 he or she is removed by resolution of the Trustees passed at a meeting of the Trustees at which at least half of the Trustees are present. Such a resolution to remove a Trustee shall not be passed unless the Trustee has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.
- 22.2 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.

## **23 POWERS OF TRUSTEES**

- 23.1 Subject to the provisions of the Act and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 23.2 Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit.

## **24 DELEGATION OF TRUSTEES' POWERS**

- 24.1 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 24.2 The Trustees may delegate any of their powers to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any committee or person in accordance with the conditions set out in these Articles.
- 24.3 In the case of delegation of powers to committees:
- 24.3.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 24.3.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
  - 24.3.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;
  - 24.3.4 all delegations under this Article shall be revocable at any time;
  - 24.3.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
  - 24.3.6 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
- 24.4 For the avoidance of doubt, the Trustees may delegate financial matters to any committee.
- 24.5 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

## **25 CALLING TRUSTEE MEETINGS**

- 25.1 Three Trustees or one third of the Trustees if greater than three may (and the Secretary shall at the request of such number of Trustees) call a Trustees' meeting.
- 25.2 A Trustees' meeting shall be called by at least seven Clear Days' notice unless urgent circumstances require shorter notice.

- 25.3 When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 25.4 A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.
- 25.5 Every notice calling a meeting shall specify the place, day and time of the meeting, and the general nature of the business to be transacted.

## **26 PARTICIPATING IN TRUSTEE MEETINGS**

- 26.1 Subject to these Articles, Trustees "participate" in a Trustees Meeting, or part of a Trustees Meeting, when:
  - 26.1.1 the meeting has been called and takes place in accordance with these Articles; and
  - 26.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 26.2 In determining whether Trustees are participating in a Trustees Meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 26.3 If all the Trustees participating in a Trustees Meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **27 QUORUM**

- 27.1 No business shall be transacted at any meeting unless a quorum is present.
- 27.2 Three Trustees present and entitled to vote or one third of the Trustees if greater shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and places the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

## **28 CHAIR OF THE TRUSTEES**

- 28.1 The Chair of the Trustees shall be appointed by the Trustees on such terms agreed by the Trustees. The Trustees may remove a Trustee from the role of Chair of Trustees.
- 28.2 The Chair, if any, of the Trustees or in his or her absence the vice chair shall preside as Chair of each meeting. If both the Chair and the vice chair are absent from any meeting the Trustees present shall nominate one of their number to preside.

## **29 ADJOURNMENT**

The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

## **30 VOTING**

30.1 Every Trustee present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands.

30.2 A declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

30.3 In the case of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

## **31 IRREGULARITIES**

31.1 The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.

31.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.

## **32 DECLARATION OF TRUSTEES' INTERESTS**

32.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she 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.

32.2 A general notice given to the Trustees that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any proposed or existing transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction or arrangement of the nature and extent so specified; and an interest of which a Trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

### **33 AUTHORISATION OF CONFLICTS**

- 33.1 If a conflict of interests, whether direct or indirect, arises for a Trustee because of a duty owed to another organisation or person the un-conflicted Trustees may authorise such a conflict of interest where the following conditions apply:
- 33.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 33.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at that part of the meeting; and
  - 33.1.3 the un-conflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 33.2 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 as defined in Article 6.3.

### **34 PRESIDENT, VICE-PRESIDENTS AND PATRONS**

- 34.1 The Trustees may appoint and remove a president and such vice-presidents and patron(s) of the Charity and on such terms as they shall think fit.
- 34.2 The Trustees may appoint from their number a vice chair of the Trustees, a Treasurer and such other honorary officers as they may think fit and may at any time remove a person so appointed from that office.

## **PART F – GENERAL**

### **35 SECRETARY**

The Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

### **36 MINUTES**

The Trustees shall cause minutes to be made in books kept for the purpose:

- 36.1 of all appointments of officers made by the Trustees; and
- 36.2 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

## **37 RECORDS AND ACCOUNTS**

The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

- 37.1 annual reports;
- 37.2 annual returns;
- 37.3 annual statements of account.

## **38 NOTICES**

- 38.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing to an address for the time being notified for that purpose to the Secretary giving the notice. A notice calling a meeting of the Trustees need not be in writing.
- 38.2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.
- 38.3 A Member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 38.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

## **39 INDEMNITY**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may be otherwise entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity:

- 39.1 against all costs charges expenses or liabilities incurred by him or her:
  - 39.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and

39.1.2 in connection with any application in which relief from liability is granted to him or her by the court;

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity; and

39.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in the proper execution and discharge of his or her duties or in relation to the Charity.

#### **40 INDEMNITY INSURANCE**

40.1 The Trustees shall have power to resolve pursuant to Article 5.27 of the Articles to effect Trustees' indemnity insurance, despite their interest in such policy.