

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

NORTHAMPTON ABINGTON COMMUNITY ASSOCIATION

1. Interpretation

1.1. In these Articles, unless the context otherwise requires:

Act	means the Companies Act 2006;
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;
Area of Benefit	means the Abington district of Northampton;
Articles	means the Charity's articles of association for the time being in force;
Charity	means the Northampton Abington Community Association, which is a charitable company regulated by these Articles;
Charities Act	means the Charities Act 2011;
Clear days	in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;
Commission	means the Charity Commission for England and Wales;
Community Centre	means Abington Community Centre, Wheatfield Road South, Northampton, NN3 2HH;
Connected Person	means any person falling within one of the following categories:

- a. any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- b. the spouse or civil partner of any person in (a); or
- c. any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- d. an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together; or
- e. a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

Director	means a director of the Charity. The Directors are charity trustees as defined in section 177 of the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given to such terms in section 1168 of the Act;
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with these Articles;
Memorandum	means the Charity's memorandum of association;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
Objects	means the objects of the Charity as defined in Article 3;
Officers	means the Directors and the Secretary (if appointed);
Secretary	means any person appointed to perform the duties of the secretary of the Charity;
Section	means a special interest group established in accordance with Article 11;
Stakeholders	means associations, agencies and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which use the Community Centre run by the Charity or are active in the Area of Benefit (including non-Member associations, agencies and organisations);

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| Special Resolution | has the meaning given in section 283 of the Act; |
| Trustee | means a person that holds and administers property or assets for the benefit of the Charity who is appointed in accordance with these Articles; |
| United Kingdom | means Great Britain and Northern Ireland; and |
| writing | means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |
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- 1.2. Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
 - 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
 - 1.4. A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.
 - 1.5. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
 - 1.6. Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
 - 1.7. Words and expressions importing one gender shall include all genders, and the singular includes the plural and vice versa.
 - 1.8. The Model Articles shall not apply to the Charity.

2. Liability of Members

- 2.1. The liability of each Members is limited to £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event that the Charity is wound up while they are a Member or within twelve months after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member;
- (b) payment of the costs, charges and expenses of the winding up; and
- (c) adjustment of the rights of the contributories among themselves.

3. Objects

3.1. The Charity 's objects (**Objects**) are specifically restricted, to the following:

- (a) to promote the benefit of the inhabitants of the Abington district of Northampton without distinction of sex, sexual orientation, age, disability, nationality, race or of political, religious or other opinions, by associating together such inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for such inhabitants;
- (b) to establish, or secure the establishment of, a Community Centre and to maintain and manage the same (whether alone or in co-operation with any statutory authority or other person or body) in furtherance of the Objects; and
- (c) to promote such other purposes as are charitable according to the laws of England and Wales for the benefit of the public as may from time to time be determined.

3.2. The Charity shall be non-party in politics and non-sectarian in religion.

4. Powers

4.1. In pursuance of the Objects, but not further or otherwise, the Charity has power:

- (a) to co-operate with other voluntary organisations, statutory authorities and individuals;
- (b) to establish or support a local forum of representatives of community groups, voluntary organisations, statutory authorities and individuals involved in community work;
- (c) to promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the Area of Benefit;
- (d) to acquire and distribute funds and to assist in the provision of grants to community organisations in the Area of Benefit;

- (e) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (f) to collect and disseminate information on all matters relating to the Objects, and to exchange such information with other bodies having similar objects to the Objects whether in the United Kingdom or elsewhere;
- (g) to raise funds without undertaking any substantial permanent trading activity and in compliance with any relevant statutory regulations;
- (h) to buy, lease, exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (i) 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 to 123 of the Charities Act;
- (j) 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 wishes to mortgage land in its possession it must do so in compliance with sections 117 to 123 of the Charities Act;
- (k) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes specified in the Objects;
- (m) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- (n) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (o) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by and in accordance with Article 5;
- (p) 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;

- (q) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act; and
- (r) 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.

5. Application of income and property

- 5.1. Subject to Articles 5.2 and 5.3, the income and property of the Charity shall only be applied to promote the Objects.
- 5.2. The income and property of the Charity may be applied by a Director outside the promotion of the Objects in the following circumstances:
 - (a) a reimbursement for the reasonable expenses properly incurred by such Director when acting on behalf of the Charity;
 - (b) any payment of trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions of section 189 of the Charities Act;
 - (c) any payment of an indemnity from the Charity in the circumstances specified in Article 35; or
 - (d) any payment to a Director which is authorised under this Article 5.
- 5.3. Except as provided below, 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 shall not prevent any payment in good faith by the Charity of:
 - (a) any benefit to any Member in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Charity provided that this Article 5 applies if such a Member is a Director;
 - (c) interest on money lent by a Member to the Charity at a reasonable and proper rate;
 - (d) reasonable and proper rent for premises demised or let by a Member to the Charity; and
 - (e) any payment to a Member who is also a Director which is permitted under Article 5.2 or Article 5.4 -5.6 (inclusive).
- 5.4. Unless the benefit or payment is permitted under Article 5.5, no Director (including a Member who is also a Director) or Connected Person may:
 - (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity; or
- (d) receive any other financial benefit from the Charity.

5.5. A Director or Connected Person may:

- (a) receive or retain any payment for which the Directors obtain the prior written approval of the Commission and fully comply with any conditions proscribed by it;
- (b) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
- (c) enter into a contract for 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, sections 185 and 186 of the Charities Act;
- (d) receive interest on money lent to the Charity at a reasonable and proper rate;
- (e) subject to Article 5.6, enter into a contract for the supply of goods to the Charity that are not supplied in connection with the services provided to the Charity by the Director or Connected Person;
- (f) receive interest at a reasonable and proper rate on money lent to the Charity; and
- (g) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

5.6. The Charity and its Directors may only rely upon the authority provided by Article 5.5(e) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods:
 - i. is set out in an agreement in writing between the Charity and the Director or Connected Person supplying the goods (the Supplier) under which the Supplier is to supply the goods in question to the Charity; and
 - ii. does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (b) the other Directors are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than someone who is not a Director or Connected Person. In reaching that decision, which must be recorded in the minutes of the meeting, the Directors must balance the advantages of contracting with a Director against the disadvantages of doing so;

- (c) the Supplier:
 - i. is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with regard to the supply of goods to the Charity by them; and
 - ii. does not vote on any such matter and is not counted when calculating whether a quorum of Directors is present at the meeting; and
- (d) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by this Article 5.

5.7. In Article 5.5 and Article 5.6, the “Charity” includes any company in which the Charity:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Directors to the company.

5.8. A Director’s duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this Article 5.

6. Winding up or dissolution

6.1. If the Charity is wound up or if the Directors by a simple majority decide at any time or on any grounds that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Members eligible to vote with no less than 21 Clear days’ notice (stating the terms of the resolution to be proposed) which shall be:

- (a) posted in a conspicuous place or places in the Area of Benefit;
- (b) advertised in a newspaper circulating in the Area of Benefit; and
- (c) provided, in writing, to the Commission.

6.2. If the events described in Article 6.1 occur, the Directors shall, after making proper provision for the Charity’s debt and liabilities, have the power to dispose of any assets or property that remain or are held by or in the name of the Charity. Such assets or property shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this Article) but shall be applied or transferred to any charity or organisation with purposes similar to the Objects for the benefit of the inhabitants of the Area of Benefit.

6.3. In the event that the resolution of Members specified in Article 6.1 is not passed, then the Charity’s remaining assets shall be applied for charitable purposes as directed by the Commission.

7. Members

- 7.1. The subscribers to the Memorandum are the first Members of the Charity.
- 7.2. Membership shall be open, irrespective of sex, sexual orientation, age, disability, race, nationality, or political, religious or other opinions to:
- (a) individuals aged 18 and above who:
 - i. live within the Area of Benefit; or
 - ii. live within or outside the Area of Benefit and are Directors;(paragraphs 7.2.(a)(i) – 7.2.(a)(ii) together, **Full Members**)
 - (b) representatives of centre Sections appointed in accordance with Article 11 (**Section Members**);
 - (c) associations and organisations, whether incorporated or unincorporated, (and including branches of national or international organisations) which operate within or within a part of the Area of Benefit, and are voluntary or non-profit-distributing and who wish to support the Objects (**Affiliated Members**); or
 - (d) statutory authorities whose administrative area is within the Area of Benefit lies (**Statutory Authority Members**).
- 7.3. Applicants for membership of the Charity must:
- (a) apply to the Charity in the form required by the Directors; and
 - (b) be approved by the Directors.
- 7.4. The Directors may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application. The Directors must consider any written representations the applicant may make about a decision to refuse Membership.
- 7.5. The Directors must inform the applicant in writing of the reasons for the refusal of Membership within twenty-one days of the decision and such decision shall be final and binding.
- 7.6. Membership is not transferable.
- 7.7. The Directors shall maintain a register of names and Addresses of the Members and any person ceasing to be a Member shall be removed from the register.

8. Classes of Membership

- 8.1. The Directors may establish additional classes of Membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- 8.2. The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership. 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.
- 8.3. The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of rights of any class of Members.

9. Voting rights and appointment of representatives

- 9.1. Full Members and Section Members shall have the right to attend and vote at general meetings of the Charity.
- 9.2. Affiliated Members and Statutory Authority Members shall have the right to appoint and/or remove representatives, who must either be Members of the Charity or an employee of the Affiliated Member or Statutory Authority Member, to represent the views of, attend and vote at general meetings of the Charity (**Representatives**).
- 9.3. If a Representative is unable to attend a general meeting of the Charity for whatever reason, the Affiliated Member or Statutory Authority Member shall have the right to appoint an alternate Representative who must either be a Member of the Charity or an employee of such Affiliated Member or Statutory Authority Member.
- 9.4. The appointment of a Representative or alternate Representative shall take effect upon the Affiliated Member or Statutory Authority Member notifying the Charity of such appointment or alternate appointment.
- 9.5. If a Representative or alternate Representative resigns or ceases to be employed with the relevant Affiliated Member or Statutory Authority Member, they shall cease to be a Representative or alternate Representative from the date of such resignation or termination of employment. In such event, the Affiliated Member or Statutory Authority Member must notify the Charity of the resignation or termination of the Representative or alternate Representative within a period of 2 Clear days.

10. Termination of Membership

- 10.1. A Member shall cease to be a Member if:
 - (a) The Member dies, or, if it is an organisation, ceases to exist;

- (b) the Member resigns by giving written notice to the Charity unless the resignation, would cause there to be fewer than two Members;
- (c) any subscription or other sum payable by the Member to the Charity is not paid in full within six months of it falling due;
- (d) the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that their 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 Clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 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 given a reasonable opportunity to make representations to the meeting, either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the membership of a Member; and
- (e) where the Member is a Director, the Member ceases to be a Director.

11. Sections

- 11.1. Groups of individuals, may, with the authorisation of the Directors, form themselves into Sections for the furtherance of common activities of the Charity based upon the following conditions:
 - (a) the Directors shall determine the terms of reference and functions of each such Section and the duration of its activities; and
 - (b) no Section may disregard any reasonable or proper instructions of the Directors or carry on any activity that may, in the Directors' opinion, conflict with the Objects, the rules or decisions made by the Directors;
- 11.2. Sections may fundraise for their activities utilising, with the permission of the Directors, the charity registration of the Charity but all funds so raised or property acquired shall belong to the Charity and, subject to Article 11.3, shall be paid to the Charity immediately following receipt.
- 11.3. Sections may withhold such funds for float purposes subject to the consent of the Directors.
- 11.4. Sections and Section Members have no power to manage or control over any part of the Charity's assets.

- 11.5. Sections shall appoint Section Members to represent their views to the Directors or at general meetings. Section Members shall be appointed in accordance with Article 7.3. The Directors shall determine the number of Section Members appointed by each Section.

12. Forum

- 12.1. The Directors shall convene at least one open meeting in each calendar year as a consultative forum of its Stakeholders (**Open Meeting**). The Directors shall, give not less than seven Clear days' notice of the Open Meeting to Stakeholders which shall be posted in a conspicuous place or places in the Area of Benefit and/or advertised in a newspaper circulating in the Area of Benefit.
- 12.2. The notice requirement for Open Meetings shall be suspended in the event that the Directors determine by a simple majority that an emergency meeting should be held.
- 12.3. There shall not be any requirements regarding quorum for Open Meetings which may be attended by Members, Directors and Stakeholders.
- 12.4. The chair of the Directors shall chair Open Meetings but, in their absence, any attendee of the Open Meeting may elect one of their number to take the chair.
- 12.5. The business of the Open Meeting shall be to:
- (a) raise and discuss issues affecting the Area of Benefit or the management, operation or use of the Community Centre operated by the Charity; and/or
 - (b) listen to and/or discuss reports from the Directors or the Stakeholders on policies and procedures connected with the use of the Community Centre.
- 12.6. Any proposal arising from discussion at the Open Meeting concerning the use of the Community Centre shall be referred to the next meeting of the Directors.

13. General meetings

- 13.1. The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 13.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 13.3. The Directors may call a general meeting at any time.

14. Notice of general meetings

- 14.1. The minimum period of notice required to hold a general meeting or an annual general meeting, of the Charity is fourteen Clear days.
- 14.2. 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, being a majority who together hold not less than 90% of the total voting rights.
- 14.3. The notice must specify the date, time and place of the meeting, the general nature of the business to be transacted and whether the meeting is a general meeting or annual general meeting. The notice must also contain a statement setting out the right of Members to appoint proxies under section 324 of the Act and Article 17.
- 14.4. The notice must be given to each Member, Director and auditors of the Charity.
- 14.5. The proceedings at a meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

15. Proceedings at general meetings

- 15.1. General meetings shall be chaired by the person who has been appointed by the Charity to chair meetings of the Directors. If they are not present within fifteen minutes of the time appointed for the meeting, any Director nominated by the Directors shall chair the meeting.
- 15.2. No business shall be transacted at any general meeting unless a quorum is present.
- 15.3. A quorum for a general meeting shall be two Directors and four Members.
- 15.4. Representatives or alternate Representative may also attend general meetings.
- 15.5. If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine and provide 7 clear days' notice of such adjourned meeting to all those entitled to receive notice. If at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.
- 15.6. The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting be adjourned. If such a resolution is passed, the chair of 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. 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.

- 15.7. 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.

16. Voting at a general meeting

- 16.1. A vote at a meeting, whether in relation to the election of a chair in accordance with Article 15.1 or for a resolution, 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 by:
- (a) the chair of the meeting;
 - (b) at least two Members present in person or by proxy who are eligible 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 who are eligible to vote at the meeting.
- 16.2. On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 16.3. Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 16.4. Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 16.5. A demand for a poll may be withdrawn if (a) the poll has not been taken; and (b) with the consent of the chair of the meeting. 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.
- 16.6. If the demand for a poll is not withdrawn based on the decision of the chair, the chair may appoint scrutineers (who need not be Members) who may fix a time and place for declaring the results of the poll.

- 16.7. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.8. A poll demanded on the question of adjournment or the identity of the chair of the meeting must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chair directs, but not less than 30 days after it was demanded.
- 16.9. If a poll is demanded and the poll is not taken immediately, then the Charity must provide at least 7 Clear days' notice specifying the time and place the poll is to be taken.
- 16.10. If a poll is demanded then the meeting may continue dealing with any other business that may be brought before the meeting in accordance with these Articles.

17. Proxies

- 17.1. A 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 to vote at the meeting of the Charity.
- 17.2. Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which:
 - (a) states the name and Address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Charity in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A Proxy Notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

- 17.3. The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 17.4. 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.
- 17.5. Unless a Proxy Notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) 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.
- 17.6. 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.
- 17.7. 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.
- 17.8. 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.
- 17.9. 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.

18. Written Resolutions

- 18.1. A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 18.2. Subject to Article 18.1, a written resolution of the Members passed in accordance with this Article 18 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

- 18.3. Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 18.4. Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution. A written resolution may be signed in counterpart, each of which together shall constitute the same document.
- 18.5. A written resolution will be passed if the following three conditions have been satisfied:
- (a) a copy of the proposed resolution has been sent to every eligible Member;
 - (b) simple majority (or in the case of a Special Resolution a majority of not less than 75% of eligible Members) of eligible Members have signified their agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office of the Charity within a period of 28 days beginning with the date the written resolution is first circulated.
- 18.6. A written resolution is passed as soon as the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its Representative or alternative Representative (as applicable) may signify its agreement to the Resolution. The document indicating a Member's approval of a written resolution must be sent to the Charity in hard copy form or in electronic form. A Member's agreement to a written resolution, once signified, may not be revoked.
- 18.7. A proposed written resolution shall lapse if the requisite number of approvals has not been received by the Charity 28 days after the date the resolution was first circulated to the eligible Members.
- 18.8. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 18.9. The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

19. Votes of Members

- 19.1. Subject to Article 9, every Full Member, Section Member, Representative or alternate Representative of an Affiliated Member or Statutory Authority Member present in person shall have one vote.
- 19.2. No Full Member, Section Member, Representative or alternate Representative of an Affiliated Member or Statutory Authority Member (**Voter**) shall be entitled to vote in any specific capacity at any general meeting unless all amounts owed by any Full Member, Section Member, Affiliated Member or Statutory Authority Member to the Charity at the date of the general meeting have been paid.
- 19.3. Any objections regarding the qualification of a Voter may only be raised at the general meeting or adjourned general meeting that the vote objected to is tendered. Any such objections shall be referred to the chair whose decision shall be binding. Every vote allowed by the chair at the meeting shall be valid.
- 19.4. A vote given by Representative or alternate Representative of an Affiliated Member or Statutory Authority Member shall be valid notwithstanding any previous negative determination of the authority of such person unless notice of such determination was received by the Charity at its registered office before the commencement of the general meeting or adjourned general meeting at which the vote is given. The Charity shall not be required to consider whether the Representative or alternate Representative has been properly appointed.

20. Directors

- 20.1. A Director must be a natural person aged 18 years or older who has not been disqualified from acting as a director under the provisions of Article 24.
- 20.2. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum number but shall not be less than three.
- 20.3. The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 20.4. A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.
- 20.5. Subject to the provisions of the Act, these Articles and any special resolution, the Directors shall be responsible for the management and control of the Charity's affairs and assets and may exercise all the powers of the Charity for that purpose. The Directors are both the Directors of the Charity for the purposes of the Act and charity trustees for the purposes of the Charities Act. The Directors must act reasonably and prudently in all matters relating to the Charity and must always bear in mind the interests of the Charity to the exclusion of personal prejudices and interests.

- 20.6. No alteration of these Articles or any special resolution shall invalidate any prior act of the Directors.
- 20.7. Directors have the power to elect a chair or vice chair of the board of Directors of the Charity.
- 20.8. The board of Directors of the Charity will consist of:
- (a) up to 12 individuals elected by either Full Members, Section Members and Representatives or alternate Representatives of Affiliated Members or Statutory Authority Members; and
 - (b) up to 3 individuals co-opted by the Board who shall serve on the Board until the conclusion of the next Annual General Meeting.
- 20.9. Full Members, Section Members or Representatives or alternate Representatives of Affiliated Members or Statutory Authority Members shall be entitled by ordinary resolution at a general meeting of the Charity to elect any other any person or organisation who is willing to act and is elected as a Full Member, Section Member or Representative or alternate Representative of Affiliated Members or Statutory Authority Members either to fill a vacancy on the board of Directors or as an additional Director PROVIDED THAT the number of persons so appointed shall not exceed 12 (or such other maximum number as may be determined by the Charity in a general meeting).
- 20.10. Any election of a Director under Article 20.9 shall be minuted and the minutes shall be signed by the chair of the meeting and submitted to the board of Directors of the Charity.
- 20.11. Every Director shall upon appointment receive a copy of the Charity's Articles.
- 20.12. In order to be eligible to vote at any meeting of the Directors, every Director must:
- (a) be a Full Member of the Charity; and
 - (b) sign a declaration of willingness to act as a charity trustee of the Charity.
- 20.13. Subject to this Article, the Charity may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation (if applicable) in which any additional Directors are to retire.
- 20.14. A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

- 20.15. The Directors may appoint another director in accordance with Article 20.8(b) either to fill a vacancy or as an additional Director PROVIDED THAT the appointment does not cause the number of Directors to exceed any number fixed by that Article. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation (if applicable) at the meeting. If not reappointed at the annual general meeting following appointment, he or she shall vacate office at the conclusion thereof.
- 20.16. An employee of the Charity shall not be eligible to be a Director, or Member of any Section committee or any sub-committee of the Charity, but may be invited to attend such committees as a non-voting adviser.

21. Powers of Directors

- 21.1. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 21.2. The Directors have power to do anything which is calculated to further the Charity's Objects or is conducive or incidental to doing so. In particular, the Directors have power-to:
- (a) permit individuals to establish Sections and to regulate their functions and activities;
 - (b) order the dissolution of any Section in breach of the requirements of Article 11 or of any instructions of the Directors; and
 - (c) to exercise the Charity's power to borrow money and, subject to sections 124-126 (inclusive) of the Charities Act, to mortgage or charge its undertaking and property, or any part thereof, and to issue any securities, whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

22. Appointment of Directors

- 22.1. Any person who is willing to act as a Director and who is permitted by law and these Articles to do so, may be appointed to be a Director by:
- (a) ordinary resolution; or
 - (b) by a resolution of the Directors.
- 22.2. The appointment of any Director, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

- 22.3. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (a) they are recommended for re-election by the Directors; or
 - (b) at least fourteen but no more than thirty-five Clear days' notice before the date of the meeting is provided to the Charity:
 - i. stating the Member's intention to propose the appointment of a person as a Director;
 - ii. containing the relevant details that the Charity would have to file at Companies House if the person is appointed; and
 - iii. is signed by the proposed director showing their willingness to be appointed; and
 - iv. is signed by any Member entitled to vote at the meeting.
- 22.4. All Members who are entitled to receive notice of a general meeting must be given not less than seven but no more than twenty-eight Clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

23. Retirement of Directors

- 23.1. The Charity may by ordinary resolution determine the rotation in which any additional Directors are to retire.
- 23.2. At every annual general meeting, the following Directors shall retire from office, but may subject to this Article offer themselves for re-appointment by the Members.
- (a) one third, or if their number is not divisible by three, the number nearest to one-third, of the Directors who are to retire by rotation under Article 23.3;
 - (b) any Director appointed by a resolution of the Directors since the previous annual general meeting.
- 23.3. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Director appointed by a resolution of the Directors since the previous annual general meeting shall not be taken into account in determining the Directors who are to

retire by rotation. If there is only one Director in office during an Annual General Meeting then they must retire.

- 23.4. If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 23.5. A Director who retires at an annual general meeting may be deemed to have been re-elected, if the Charity does not fill the vacancy created by their resignation and if willing to continue to act as a Director, unless at the annual general meeting resolves not to fill the vacancy or a resolution for the proposed re-election of the Director is not passed. If such Director is re-elected they shall retain office until the next annual general meeting of the Charity passes a resolution to replace them, or if such resolution fails, until the end of the meeting.

24. Disqualification and removal of Directors

- 24.1. A Director shall cease to hold office if they:
- (a) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a director;
 - (b) are disqualified from acting as a trustee by virtue of section 178 of the Charities Act (or any statutory re-enactment or modification of that provision);
 - (c) ceases to be a Member of the Charity;
 - (d) in the written opinion of a registered medical practitioner who is treating the Director has become physically or mentally incapable by reason of acting as a director and may remain so for than three months;
 - (e) resigns by written notice to the Charity (provided that at least two Directors will remain in office when the notice of resignation is to take effect);
 - (f) are absent from all meetings of the Directors held within a period of six consecutive months without the permission of the Directors and the Directors resolve that their office be vacated; or
 - (g) are removed by ordinary resolution of the eligible Members of the Charity at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 24.2. Where a Director is a Representative or alternate Representative of an Affiliated Member or a Statutory Authority Member their term of office automatically terminates if:

- 24.3. their membership of or employment with such Affiliated Member or Statutory Authority Member ceases; or
- 24.4. the Affiliated Member or Statutory Authority Member of which they are a member or employee ceases to be a Member.

25. Remuneration of Directors

The Directors shall not be paid any remuneration unless authorised by and in accordance with Article 5.

26. Proceedings of Directors

- 26.1. The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- 26.2. Any Director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 26.3. Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants. If all the Directors participating in the 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.
- 26.4. No proposal may be voted on at a meeting of the Directors unless a quorum is present unless it is a proposal to call another meeting.
- 26.5. The quorum of a Directors' meeting shall be three or the number nearest to one-third of the total number of Directors, whichever is the greater, or such other number as may be fixed from time to time by the Directors.
- 26.6. If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to:
 - (a) appoint further Directors; or
 - (b) call a general meeting so as to enable the members to appoint further Directors.
- 26.7. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

- 26.8. The general rule about decision-making by Directors is that any decision of the Directors must be taken by a majority decision at a meeting or in accordance with Article 26.13. Each eligible Director has one vote on each matter to be decided.
- 26.9. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 26.10. If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 26.11. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors. The chairperson of the board of Directors shall not have a casting vote.
- 26.12. A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 26.13. A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 26.14. References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 26.15. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

27. Delegation by Directors

- 27.1. The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors. The terms of any such delegation must be recorded in the minute book.
- 27.2. The terms of reference of a committee may include conditions imposed by the Directors, including that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and

- (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

27.3. The Directors may revoke or alter a delegation.

27.4. Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.

27.5. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

28. Conflicts of Interest

28.1. A Director must declare the nature and extent of any interest, direct or indirect, which they have 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.

28.2. A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

28.3. If a conflict of interests arises for a Director 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 these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

In this Article 28.3 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 Director or to a Connected Person.

29. Validity of Directors' decisions

- 29.1. Subject to Article 29.2, all decisions made and acts performed pursuant thereto at meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; or
 - (d) if without, the vote of that Director; and that Director being counted in the quorum; the decision has been made by a majority of the Directors at a quorate meeting.
- 29.2. Article 29.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon them by a resolution of the Directors or of a committee of Directors if, but for Article 29.1, the resolution would have been void, or if the Director has not complied with Article 28.

30. Advisers to the Directors

- 30.1. The Directors may at any time and from time to time appoint any person of any age to the position of adviser to the Directors.
- 30.2. An adviser to the Directors shall advise and assist the Directors but shall not attend meetings of the Directors except at the invitation of the Directors, and when present at meetings of the Directors they shall not be entitled to vote, nor be counted in the quorum, but subject to this they shall as adviser to the Directors have such powers, authorities and duties as the Directors may from time to time determine.
- 30.3. An adviser to the Directors shall not be deemed a trustee, nor shall they be a Director for any of the purposes of these Articles or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Act.
- 30.4. Without prejudice to any rights or claims the adviser to the Directors may have under any contract with the Charity, any appointment as an adviser may be terminated by the Directors at any time.
- 30.5. An adviser may receive such remuneration (if any) in addition to the remuneration received as an employee of the Charity (if applicable) as the Directors shall from time to time determine.

31. Secretary

- 31.1. The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.
- 31.2. A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

32. Minutes

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present, the decisions made at the meeting and where appropriate the reasons for the decisions;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

33. Accounts

- 33.1. The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 33.2. Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

- 33.3. A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

34. Communications

- 34.1. Subject to these Articles, the Charity may deliver a notice or other document to a Member or any other person:
- (a) by delivering it by hand to the address recorded;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded; or
 - (c) by electronic mail to an address notified to the Charity in writing.
- 34.2. This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 34.3. A notice or document is deemed to have been delivered:
- (a) by hand, at the time it is handed to or left for the Member or the addressee;
 - (b) by post or other delivery service in accordance with Article 34.1(b), 48 hours after it was posted provided it can be proved conclusively that such notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed: or
 - (c) by electronic mail, at the time it was sent.
- 34.4. If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

35. Indemnity

- 35.1. Provided that the relevant Directors act in the manner authorised by Act, Charities Act and these Articles, no relevant Director shall be liable:
- (a) for any loss to the property of the Charity by reason of any investment made in good faith (so long as they shall have sought professional advice before making such investment);
 - (b) for the negligence or fraud of any agent employed by them in good faith (provided such relevant Director exercises reasonable supervision over the agent in question);

- (c) by reason of any mistake or omission made in good faith by any Director other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Member who is sought to be made liable.
- 35.2. Subject to Article 35.3, but without prejudice to any indemnity to which they may otherwise be entitled the Charity shall out of its assets indemnify every relevant Director against any liability incurred by successfully defending legal proceedings on behalf of the Charity or in connection with any application in which relief is granted to the Charity by the court from liability for negligence, default or breach of duty or breach of trust in relation to the Charity.
- 35.3. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 35.4. In this Article a “relevant Director” means any Director or former Director of the Charity.

36. Rules

- 36.1. The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:
 - (a) the admission of Members of the Charity, their rights and privileges and other conditions of membership;
 - (b) the conduct of Members in relation to one another and to the Charity’s employees and volunteers; and
 - (c) the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or these Articles.
- 36.2. The Charity in general meeting may alter, add to or repeal the rules by special resolution.
- 36.3. The Directors shall adopt such means as they think sufficient to bring the rules to the notice of Members of the Charity.
- 36.4. The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in these Articles.