

The Companies Act 2006

MEMORANDUM and ARTICLES OF ASSOCIATION

WILSDEN VILLAGE HALL

Incorporated on: 12th September 2013

Company Registration No: 8688329

Charity Registration No: 1154371

Prepared by:

Sovereign Management Services
Independent Examiners Ltd
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Walberton, West Sussex BN18 0AS

Companies Act 2006
A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

WILSDEN VILLAGE HALL

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Signatures and Names of Subscribers

NAME: MARK ANSLOW

Signature



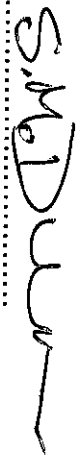
NAME: DEREK CARVER

Signature



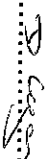
NAME: SIMON DICKERSON

Signature



NAME: DAPHNE EGAN

Signature



NAME: LISA FIRTH

Signature



NAME: CHRISTOPHER MOORE

Signature



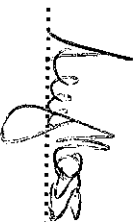
NAME: DENNIS O'HARA

Signature



NAME: ANDREW ROSS

Signature



Dated: 25 July 2013

The Companies Act 2006
A company limited by guarantee not having a share capital

ARTICLES OF ASSOCIATION
WILSDEN VILLAGE HALL

Introduction

The Charitable Company formed under this Memorandum and Articles of Association formally represents the incorporation of the charitable trust Wilsden Village Hall 511626 and has updated its charitable objects. The Charitable Company is the successor body to the original Charity.

Company Name

1. The company's name is Wilsden Village Hall (and in this document is called "the charity").

Interpretation

2. In the articles:

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

"**the articles**" means the charity's articles of association;

"**the charity**" means the company intended to be regulated by the articles;

"**clear days**" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is meant to take effect;

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

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

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

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

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

"**the memorandum**" means the charity's memorandum of association;

"**officers**" includes the trustees and secretary (if any);

"**the seal**" means the common seal of the charity if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the charity;

“**the United Kingdom**” means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts as in force on the date when these articles become binding on the charity.

Liability of members

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

Objects

4. The charity’s objects (“the Objects”) are for the public benefit and are restricted to the following:

To further or benefit the residents of Wiilsden and the neighbourhood, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation leisure time occupation with the objective of improving the conditions of life for the residents.

Powers

5. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:
 - (a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the charity;
 - (b) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation and otherwise: provided that in raising funds the charity shall not undertake any substantial permanent trading activities and shall conform with any relevant statutory regulations;
 - (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

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

- (r) to insure any asset of the charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit including whether to restore the asset or not;
- (s) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (t) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (u) to deposit or invest funds, employ a professional fund manager and arrange for the investments or other property of the charity to be held in the name of a nominee, as may from time to time be required, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (v) to set aside income as a reserve against future expenditure but only in accordance with a written reserves' policy;
- (w) to undertake, facilitate or support the co-ordination and networking of other agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
- (x) to make regulations for the management of any property which may be acquired by the charity;
- (y) to do all such other lawful things as are necessary for the achievement of the Objects.

Application of income and property

- 6.
- (a) The income and property of the charity shall be applied solely towards the promotion of the Objects.
 - (b)
 - (i) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the charity.
 - (ii) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (iii) A trustee may receive an indemnity from the charity in the circumstances specified in Article 62.
 - (iv) A trustee may not receive any other benefit or payment unless it is authorised by article 7.
 - (c) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or

- (r) to insure any asset of the charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit including whether to restore the asset or not;
- (s) to insure and arrange insurance cover for and to indemnify its members, servants and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (t) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
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 - (iii) A trustee may receive an indemnity from the charity in the circumstances specified in Article 62.
 - (iv) A trustee may not receive any other benefit or payment unless it is authorised by article 7.
 - (c) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or

otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving:

- (i) a benefit from the charity in the capacity of a beneficiary of the charity;

- (ii) reasonable and proper remuneration for any goods of services supplied to the charity;

- (iii) interest on money lent by any member of the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

- (iv) reasonable and proper rent for premises demised or let by any member.

Benefits and payments to charity trustees and connected persons

7 General provisions

(A) No trustee 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;

- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (B) of this Article, or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting trustees' or connected persons' benefits

(B)

- (a) A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary provided that a majority of the trustees do not benefit in this way.

- (b) A trustee or connected person may 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 2011.

- (c) Subject to sub-clause (C) of this Article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.

- (d) A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease are reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only - controls

- (C) The charity and its trustees may only reply upon the authority provided by sub-clause (B)(c) of this Article if each of the following conditions are satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the trustees in the minute book.
 - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.
- (D) In sub-clauses (B) and (C) of this article:
 - (a) "charity" shall include any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.

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

Members

8. (a) The subscribers to the Memorandum are the first members of the charity.
- (b) Membership is open to other individuals or organisations who:
- (i) apply to the charity in the form required by the trustees;
 - (ii) are approved by the trustees.
- (c) (i) The trustees 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;
- (ii) the trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
- (iii) the trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(d) Membership is not transferable.

(e) The trustees must keep a register of names and addresses of the members.

Classes of membership

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

Termination of membership

10. Membership is terminated if:
- (a) the member dies or, if it is an organisation, ceases to exist;
 - (b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
 - (c) any sum due from the member to the charity is not paid in full within six months of it falling due;
 - (d) any person or other body who ceases to be a trustee in accordance with Article 39 shall forthwith cease to be a member of the charity and may be reappointed in accordance with the provisions of article 8 (b);
 - (e) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

General meetings

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

Notice of general meetings

14. (a) The minimum periods of notice required to hold a general meeting are:
 - (i) twenty-one days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (ii) fourteen clear days for all other general meetings.

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

Proceedings at general meetings

- 16. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member present in person or by proxy, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum. The authorised representative of a member organisation shall be counted in the quorum.
- 17. If a quorum is not present within half an hour of the time appointed for the meeting or a quorum ceases to be present during a meeting, the meeting shall be adjourned to such time and place as the trustees shall determine. The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for the meeting.
- 18. General meetings shall be chaired by the person who has been appointed as chair of the trustees. If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting. If there is only one trustee present and willing to act, he shall chair the meeting. If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the

members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

19. (a) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (c) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
20. (a) Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (i) by the person chairing the meeting; or
 - (ii) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (iii) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
 - (b) (i) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (ii) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
 - (c) The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 - (d) A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (e) A poll demanded on the election of chairman, or on a question of adjournment, must be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly

withdrawn, the meeting shall continue as if the demand had not been made.

- (f) No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Content of proxy notices

- 21. (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (iv) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (b) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

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

Written resolutions

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

Votes of members

24. Subject to Article 9, every member, whether an individual or an organisation, shall have one vote.
25. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the chairman shall be final.
26. (a) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
(b) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
(c) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

Trustees

27. (a) A trustee must be a natural person aged 16 years or older.
(b) No one may be appointed a trustee if he would be disqualified from acting under the provisions of article 39.
28. The number of trustees shall be not less than 3 (three) and, unless otherwise determined by ordinary resolution, shall not be subject to any maximum.
29. The first trustees shall be those persons notified to Companies House as the first trustees of the charity. Future trustees shall be appointed as provided subsequently in the Articles.
30. A trustee may not appoint an alternate trustee or anyone to act on his behalf at meetings of the trustees.

Powers of trustees

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

Retirement of trustees

33. (a) The trustees shall be subject to retirement by rotation. They are eligible to serve for a three-year period and may then be re-elected for further three-year periods;
- (b) At every subsequent annual general meeting following the first, one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but if there is only one trustee who is subject to retirement by rotation he shall retire;

- (c) The first trustees to retire shall be decided by lots drawn amongst themselves;
- (d) If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of trustees

34. No person may be appointed as a trustee at any general meeting:
- (a) unless is recommended for re-election by trustees; or
 - (b) unless not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as a trustee;
 - (iii) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his willingness to be appointed.
 - (c) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 39;
 - (d) unless he has signed in the Minute book on the first and on each subsequent appointment a declaration of acceptance and willingness to act in accordance with the trusts of the charity and completed the statutory forms of appointment.
35. The charity may by ordinary resolution appoint a person who is willing to act to be a trustee.
36. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee.
37. In selecting individuals for appointment as trustees, the trustees must have regard to the skills, knowledge and experience required for the effective administration of the charity.
38. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

Disqualification and removal of trustees

39. A trustee shall cease to hold office if he:
- (a) ceases to be a trustee by virtue of any provision of the Companies Acts or is prohibited by law from being a director;

- (b) is disqualified from acting as a trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (c) ceases to be a member of the charity;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (e) resigns his office by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (f) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
- (g) the members of the charity in general meeting decide by ordinary resolution for a good and sufficient reason to terminate his appointment provided that he shall have received 14 clear days' notice in writing to his last known address notifying him of the intention to terminate his appointment and the reasons therefore and that he shall have the right to be heard by the members at such general meeting before any vote is taken.

Remuneration of trustees

- 40. The trustees must not be paid any remuneration unless it is authorised by article 7.

Proceedings of trustees

- 41. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary (if any) at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall not be entitled to a casting vote. If a resolution fails to secure a majority vote in favour it shall be lost.
- 42. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
- 43. (a) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. ("Present" includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.)
 - (b) The quorum shall be two or the number nearest to one third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.
 - (c) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 44. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or for calling a general meeting.

45. (a) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment.
- (b) If no one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (c) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him by the trustees.

46. A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that:

- (a) a copy of the resolution is sent or submitted to all the trustees eligible to vote; and
- (b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

47. Any bank account in which any part of the assets of the charity is deposited shall indicate the name of the charity. All cheques and orders for the payment of money from such account and all promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed by at least two signatories who shall be trustees or persons duly authorised by the trustees. Such electronic payments as may be required may be made and received subject to effective controls being in place and regularly monitored by the trustees.

Duty of care and extent of liability

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

Delegation

49. (a) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.

(b) The trustees may impose conditions when delegating, including the conditions that:

- (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

- (ii) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (c) The trustees may revoke or alter a delegation.
- (d) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Declaration of trustees' interests

50. A trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

Conflict of interests

51. A trustee should make it known from the outset of any interest he may have in a particular topic of discussion. Where the potential conflict of interest is not of personal or financial benefit to the trustee in question, the remaining trustees may resolve that such trustee be counted in the quorum for that part of the meeting, take part in the topic of discussion and vote in relation to the topic. Where the potential conflict of interest is of personal or financial benefit to the trustee in question, he must immediately remove himself from that part of the meeting where the potential conflict of interest may arise or be deemed to arise.

Validity of trustees' decisions

52. (a) Subject to article 52 (b), all acts done by a meeting of trustees or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (i) who was disqualified from holding office;
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office;
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (iv) the vote of that trustee; and
 - (v) that trustee being counted in the quorum;
- the decision has been made by a majority of the trustees at a quorate meeting.

- (b) Article 52 (a) does not permit a trustee to keep any benefit that may be conferred upon him by a resolution of the trustees or of a committee of trustees if, but for article 52 (a) the resolution would have been void, or if the trustee has not complied with articles 50 and 51.

Seal

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

Minutes

54. The trustees must keep minutes of all:
- (a) appointments of officers made by the trustees;
 - (b) proceedings at meetings of the charity;
 - (c) meetings of the trustees and committees of trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate, the reasons for the decisions.

Accounts

55. (a) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (b) The trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

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

Means of communication

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

- (b) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
58. Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
59. (a) The charity may give any notice to a member either in person, by sending it by post in a prepaid envelope addressed to the member at his address or by leaving it at the address of the member or by giving it in electronic form to the member's address or by posting it on the charity's website.
- (b) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
60. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
61. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
- (b) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - (c) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (i) 48 hours after the envelope containing it was posted; or
 - (ii) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

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

Rules

63. (a) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

- (b) The bye laws may regulate the following matters but are not restricted to them:
 - (i) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members and in accordance with the provisions of article 8;
 - (ii) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (iii) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Act or by these articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (c) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (d) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (e) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

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

Dissolution

- 65. (a) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (i) directly for the Objects; or
 - (ii) by transfer to any charity or charities for purposes similar to the Objects; or
 - (iii) to any charity or charities for use for particular purposes that fall within the Objects.

- (b) Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (i) directly for the Objects; or
 - (ii) by transfer to any charity or charities for purposes similar to the Objects; or
 - (iii) to any charity or charities for use for particular purposes that fall within the Objects.

- (c) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 66 (a) is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.