

**PRIVATE LIMITED COMPANY BY GUARANTEE
WITHOUT SHARE CAPITAL**

**Articles of Association
for
WESSEX CANCER TRUST**

1. The company's name is **Wessex Cancer Trust** ('the Charity').
2. **Interpretation**

In the Articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an email or a telephone number registered with the Charity;

'the Articles' means the Charity's Articles of Association;

'Charities Act' means the Charities Act 2011;

'clear days' in relation to the period of notice means a period excluding:

- the day when notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect.

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

'Companies Act' means the Companies Act 2006 insofar as they apply to the Charity;

'Connected Person' as defined by the Charities Act;

'the Directors' means the Directors of the Charity. The Directors are Charity Trustees as defined by the Charities Act and the Directors are also the Members, as defined by the Companies Act;

'Members' mean individuals who are Members of the Charity who have the right to vote at meetings of the Members;

'document' includes, unless otherwise specified, any document sent or supplied by post or in electronic form;

'electronic form' has the meaning given in the Companies Act;

'meeting' means a meeting of the Members and/or Directors (as the context admits) either face to face or via electronic means;

'Officers' includes the Directors and Secretary (if any);

'Ordinary Resolution' is a resolution of the Members which requires at least 50% of the votes cast in favour of it in order to be passed.

'Present' means present either in person or by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

'Secretary' means any person appointed to perform the duties of the secretary of the Charity; and

'Special Resolution' is a resolution of the Members which requires at least 75% of the votes cast in favour of it in order to pass.

Words importing one gender shall include all genders, 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 Act but excluding any statutory modification not in force when these Articles become binding on the Charity.

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

The Model Articles do not apply to the Charity.

3. **Provisions relating to Members**

- (1) The Members of the Charity shall also be its Directors for the time being. Membership of the Charity cannot be transferred to anyone and any individual who ceases to be a Member of the Charity automatically also ceases to be a Director and vice versa.
- (2) The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she ceases to be a Director, for:
 - (a) payment for the Charity's debts and liabilities incurred before he or she ceases to be a Director;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustments of the rights of the contributories among themselves
- (3) (a) The following decisions must be made by Members of the Charity, any decision to:
 - (i) amend the constitution of the Charity;
 - (ii) amalgamate the Charity with or transfer its undertakings to one or more other Charities in accordance with the Charities Act; or
 - (iii) wind up or dissolve the Charity (including transferring its business to any other Charity);
- (b) Decisions of the Members may be made either:
 - by Resolution (See Article 5) at a General Meeting; or

- by Resolution in writing (electronic form or otherwise) in accordance with the following provisions of this Article;
- (c) any decision specified in this Article 3 which requires an amendment to the objects (Article 4) the winding up or dissolution (See Article 50) must be made in accordance with the provisions of the Charities Act and any Resolution to amend these Articles requires the Resolution to be agreed by a simple majority of those Members voting at a General Meeting or agreed by all Members in writing.
- (d) Special Resolutions must be agreed by a 75% majority of all the Members who are entitled to vote on it (See Article 5). Such a resolution shall be effected provided that:-
- a copy of the proposed Resolution has been sent to all the Members eligible to vote either by post or in electronic form; and
 - the required majority of Members have signified their agreement in writing to the Resolution in a document or documents which are received by the Chair, Vice Chair or Chief Executive Officer within the period of [14] days beginning with the circulation date

The Resolution in writing may comprise several copies to which one or more Members have signified their agreement. Eligibility to vote on the Resolution is limited to individuals who are Members of the Charity on the date when the proposal is first circulated.

- (4) At any time a Member can be removed by Ordinary Resolution of other Member(s) if such removal is considered to be in the best interests of the charity, if he or she has:
- (a) through their actions and/or behaviour, considered by the other Members or Directors to have brought, or potentially brought, the Charity and/or any of its associated companies into disrepute;
 - (b) through their actions and/or behaviour, placed, or potentially placed, the Charity and/or any of its associated companies at risk of legal action; or
 - (c) not declared a conflict of interest and, as a result, benefited, financially or otherwise, from the connection.

4. **Objects of the Charity**

The Charity's Objects are specifically restricted to the following:

For the public benefit to assist in the treatment and care of persons affected by cancer, the provision support, education and practical advice, including raising funds to; complement and improve cancer care services by supporting patients, families and carers; providing education and information for patients, families and professionals; promoting cancer prevention; mainly throughout Wessex including Hampshire, Dorset, Wiltshire, the Isle of Wight and the Channel Islands.

5. Resolutions

Any Member can raise a Resolution at any time. Resolutions must be submitted to the Chair, Vice Chair or CEO in advance of a General Meeting. There are three main types:

- (1) **Ordinary Resolutions** must be agreed by a **simple majority** of all Members entitled to vote on it.

Such a Resolution shall be effected provided that:

- (a) a copy of the proposed Resolution has been sent to all the Members eligible to vote, either by post or in electronic form, fourteen (14) days prior to the General Meeting (GM), or
- (b) in the case of an Extraordinary General Meeting (EGM), that a copy of the proposed Resolution has been sent to all the Members eligible to vote, either by post or in electronic form, in accordance with the notice period defined in Article 14(2).

Eligibility to vote on the resolution is limited to individuals who are Members of the Charity on the circulation date i.e. when the proposal is first circulated.

- (2) **Special Resolutions** must be agreed by a **75% majority** of all the Members who are entitled to vote on it.

Such a Resolution shall be effected provided that a copy of the proposed Resolution has been sent to all the Members eligible to vote either by post or in electronic form fourteen (14) days prior to the General Meeting

Eligibility to vote on the Resolution is limited to individuals who are Members of the Charity on the date when the proposal is first circulated.

- (3) **Written Resolutions**, where the need for a formal General Meeting is not required, can be conducted either by post or in electronic form to all Members eligible to vote.

Such a Resolution shall be effected provided that

- a copy of the proposed Resolution has been sent to the Chair, Vice Chair and/or CEO for subsequent submission simultaneously, as far as possible, either by post or in electronic form to all the Members eligible to vote; and
- agreement or otherwise to the Resolution must be made by Members eligible to vote within a period of fourteen (14) days beginning with the circulation date.

Note: Agreement to Written Resolutions, whether Ordinary or Special are the same as is Article 5 (1) and (2)

Eligibility to vote on Written Resolutions is limited to individuals who are Members of the Charity on the date when the proposal is first circulated.

6. Powers of the Charity

The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental in doing so. In particular, the Charity has power:

- (1) to raise funds. In doing so, the Charity must not undertake any direct taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property to maintain and equip it for use;
- (3) 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 the current Charities Act;
- (4) 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 the Charities Act if it wishes to mortgage land;
- (5) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (6) to acquire, merge, work with or enter into any partnership or joint venture arrangement with any other Charity, statutory authority, or not for profit organisation;
- (7) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (8) 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 Article 7 and provided it complies with the conditions in that Article;
- (9) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager and/or professional investment manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee.
- (10) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in the Charities Act; and
- (11) 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.

7 Application of income and property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

- (b) A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in the Charities Act.
 - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 47.
 - (d) A Director may not receive any other benefit or payment unless it is authorised by Article 7.
- (3) 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 Director of the Charity.

8 Financial Benefits and Payments to Charity Directors and Connected Persons

(1) General provisions

No Director or Connected Person may:

- (a) buy any goods or services from the Charity on terms preferential to those applicable to the general public;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity whatsoever; and
- (d) receive any other financial benefits from the Charity whatsoever.

unless the payment is permitted by sub-clause (2) of this Article, or authorised by the court or the Commission.

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

(2) Scope and powers permitting Directors' or Connected Persons' benefits

- (a) A Director or Connected Person may receive benefit in the form of cancer care and support from the Charity which are in line with the Charity's Objects provided that a majority of the Directors do not at any one time benefit in this way.
- (b) A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with those provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in the Charities Act .

The supplying of such goods and services to the Charity must be part of a proper tendering process

The Director or Connected Person concerned must withdraw from any meeting at which the provision of such goods or services are under discussion and may not vote.

- (c) Subject to sub-clause (3) of this Article a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person

The supplying of such goods and services to the Charity must be part of a proper tendering process

The Director or Connected Person concerned must withdraw from any meeting at which the provision of such goods or services are under discussion and may not vote.

- (d) A Director or Connected Person may receive interest on money lent to the Charity at a reasonable rate which must be no more than two (2) and a half percent above the Bank of England base rate at the time of the loan.
- (e) A Director or Connected Person may receive rent for premises let by the director or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be no more than the market rate at the time and supported by an independent valuation.

The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion and may not vote.

- (f) A Director 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.

(3) **Payment controls for supply of goods and services**

The Charity and its Directors may only rely upon the authority provided by sub-clause (2) (b) and (c) of this Article if each of the following conditions are satisfied:

- (a) The amount or maximum amount of the payment for the goods and/or services is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or Connected Person supplying the goods and/or services ('the supplier') under which the supplier is to supply the goods and/or services in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods and/or services does not exceed reasonable rate for the supply of the goods and/or services in question.
- (c) The other Directors 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 Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so.
- (d) The supplying Director and supplier are absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods and/or services to the Charity.
- (e) The supplying Director and supplier do not vote on any such matter and are not to be counted when calculating whether a quorum of Directors is present at the meeting.

- (f) The reason for their decision is recorded by the Directors in the minute book.
 - (g) A majority of the Directors then in office are not in receipt of remuneration of payments authorised by Article 7.
- (4) In sub-clauses (2) and (3) of this Article:
- (a) 'Charity' includes 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 Charity.

9 **Declaration of Directors' interests**

A Director must declare the nature and extent of any interest, direct or indirect, current or potential, which he or she has or may 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. A Director must absent himself or herself from any discussions of the Charity Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interests).

Declarations are reviewed at the start of each meeting of the Directors and on an annual basis, by presenting the Directors' Registers of Interests collectively for approval and as and when they arise throughout the duration of their appointment as an Officer of the Charity. Minutes of the meeting at which they are presented, considered and approved must be recorded.

10 **Conflicts of interests and conflicts of loyalties**

- (1) 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 the Articles, the un-conflicted 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 a 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 un-conflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- (2) In this Article a conflict of interest 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.

11 **Annual General Meetings**

- (1) An Annual General Meeting (AGM) is a meeting of the Members of the Charity. The usual business of the AGM is to receive the annual accounts, directors' reports and elect the Charity's Directors and auditors. The meeting also includes the annual retirements by rotation of Members, and any Members who have reached the end of their second term since the last AGM.
- (2) The AGM must be held in each year and not more than 15 months may elapse between successive AGMs

12 **Extraordinary General Meeting**

The Directors may call an Extraordinary General Meeting (EGM) at any time

An EGM is a meeting of the Members of the Charity which is held at short notice to consider a particular matter or Resolution.

13. **General Meetings**

The Directors may call a General Meeting at any time.

14 **Notice of General Meetings**

- (1) The minimum periods of notice required to hold a General Meeting of the Charity are:
 - (a) twenty-one (21) clear days for an AGM; and
 - (b) fourteen (14) clear days for all other General Meetings.
- (2) An EGM may be called by shorter notice if it is so agreed by a simple majority of the Members having a right to attend and vote at the meeting except where a specified period of notice is strictly required by another clause in these Articles or by the Charities Act.
- (3) 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 AGM, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under the Companies Act.
- (4) The notice must be given to all Members and Auditors.

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.

15 **Proceedings at General Meetings**

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum is: 50% of all the Members who are entitled to vote on it are present or present by proxy and entitled to vote upon the business to be conducted at the meeting;
or

- 16 (1) If:
- (a) a quorum is not present within half an hour from the time of the appointed meeting; or
 - (b) during a meeting the quorum ceases to be present.
- voting shall be adjourned to such a time and place as the Members shall determine.
- (2) The Members must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present or by proxy at that time shall constitute a quorum for that meeting.
- 17 (1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Members.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member nominated by the Members shall chair the meeting.
 - (3) If there is only one Member present and willing to act, he or she shall chair the meeting.
 - (4) If no Member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, those present must choose one of their number to chair the meeting.
- 18 (1) The Members present or by proxy at a meeting may resolve by Ordinary Resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the Resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a Resolution of the Members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 19 (1) Any vote at a meeting shall be decided by a 'show of hands' or by permitted telephone or video-conference vote (See Article 42(4)), unless a poll or 'secret ballot' is demanded. A poll or 'secret ballot' may be required for sensitive or controversial matters. This will be done in writing or by suitable electronic means during the meeting to the Chair of the meeting or in advance of the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

- (c) The Chair of the meeting cannot vote. However, if there is a tie, the Chair will be required to vote to reach a majority.

20 **Proxy voting**

- (1) Any Member of the Charity may appoint another Member as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a General Meeting of the Charity. Proxies must be appointed by a notice in writing or suitable electronic means to two (2) people (ideally the Chair, Vice Chair or CEO) which:
 - (a) states the name of the Member appointing the proxy;
 - (b) identifies the Member appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is issued by the Member appointing the proxy and is authenticated in such manner as the Charity may determine; and
 - (d) is delivered to two (2) people, either the Chair, Vice Chair or CEO before the designated start time of the meeting in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
 - (e) 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 member by whom or on whose behalf the proxy notice was given.
 - (f) 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.
 - (g) if a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.
- (2) A Member who is entitled to attend, speak or vote (either on an open ballot 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 member.

21 **Directors**

- (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 30.

22 The minimum number of Directors shall be three (3) and the maximum shall be twelve (12). If the number falls below the minimum and the remaining Directors, having made all efforts to increase the number, failed to do so, then the remaining number of Directors may only act to call a meeting of the Directors or appoint a new Director.

23 A Director may not appoint an alternate Director or anyone to act on his or her behalf at Meetings of the Directors other than by a proxy vote as referred to in Article 20 where all references to Members shall be read to mean all reference to Directors.

24 **Powers of Directors**

- (1) The Directors 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 Act, the Articles or any Special Resolution.
- (2) No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) 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.

25 **Retirement of directors**

At each AGM one third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.

- 26 (1) Any Director who has served for two (2) consecutive terms of four (4) years may not be reappointed for a further consecutive term.
- (2) If a Director is required to retire at an AGM by a provision of the Articles, the retirement shall take effect upon the conclusion of the meeting.

27 **Appointment of Directors**

The Members may by Ordinary Resolution at a General Meeting:

- (1) appoint a person who is willing to act to be a Director; and
- (2) determine the rotation in which any additional Directors are to retire.

- 28 The Directors may at any meeting of the Directors appoint a person who is willing to act to be a Director.

A Director appointed at a meeting will have voting rights from that point and must not be taken into account when determining the Directors who are to retire by rotation.

A Director appointed by a resolution of the other Directors must be ratified at the next AGM and must not be taken into account in determining the Directors who are to retire by rotation.

- 29 The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors (see Article 22).

30 **Disqualification and Removal of Directors**

- (1) A Director shall cease to hold office with immediate effect, if he or she:
 - (a) ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a Director;
 - (b) is disqualified from acting as a Trustee by the Charities Act (or any statutory re-enactment or modification of that provision);

- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a Director by notice to the Charity (but only if at least two (2) Directors will remain in office when the notice of resignation is to take effect);
 - (e) is absent without the permission of the other Directors from all their meetings held within a period of twelve (12) consecutive months and the Directors resolve that he or she may be asked to stand down;
- (2) A Director shall be removed from office with immediate effect if he or she is removed as a Member (see Article 3(4))

31 **Remuneration of Directors**

The Directors must not be paid any remuneration unless it is authorised by Article 7.

32 **Proceedings of Directors**

- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Director may call a Board meeting of the Directors.
- (3) The Chair or Vice Chair must call a Board meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a Board meeting shall be decided by a majority of votes.
- (5) A Board meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

- 33 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be 50% of the Board of Directors.

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 by reason of a conflict of interests or otherwise.

- 34 If the number of Directors is less than the number fixed as the quorum then the meeting shall be adjourned to such time and place as the Directors present shall determine. The Directors must reconvene the meeting and must give at least seven (7) 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 (15) minutes of the time specified for the start of the meeting, the Directors present at that time, or by proxy shall constitute the quorum for that meeting.

- 35 (1) The Directors shall appoint a Director to Chair their Board meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair the board meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten (10) minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.
- (4) The Chair of the meeting cannot have a vote on decisions made by the Board of Directors, unless the vote is tied.
- (5) A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting.
- (6) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one more Directors has signified their agreement.

36 Decision Making by Directors

- (1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 32.
- (2) Each Director has one vote on each matter to be decided, except for the Chair of the meeting who would not have a vote on decisions made by the Board of Directors, unless the vote is tied.

37 Delegation

- (1) The Directors may delegate any of their powers or functions to a committee of one or more Directors but the terms of any delegation (to include but not limited to, full name(s) and period of delegation) must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All recommendations and proposed resolutions of any committees must be fully and promptly reported to the Directors.

38 Validity of Directors' decisions

- (1) All acts done by a meeting of Directors, or of a committee of Directors, shall be valid as long as the decision has been made by a majority of the Directors at a quorate meeting.

- (2) Directors cannot, by resolution, be awarded any financial benefit.
- (3) All acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
 - (a) who has been disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the Articles to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

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

39 **Minutes**

The Directors must keep minutes of all:

- (1) appointments and resignations/removals of Officers made by Directors;
- (2) proceedings at all meetings of the Charity; and
- (3) meetings of the Directors and committees of Directors including:
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meeting; and
 - (c) where appropriate all material challenges and clear, concise explanations for all reasons behind decisions.

40 **Accounts**

- (1) The Directors must prepare for each financial year annual reports and accounts as required by the Companies Act. The annual reports and accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by Financial Reporting Council, or its successors, and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Act.

41 **Annual Report and Return and Register of Charities**

- (1) The Directors must comply with the requirements of the Charities Act with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;

- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission; and
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

42 **Means of communication to be used**

- (1) Anything sent or supplied by or to the Charity may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied to the Charity. This can be in electronic or hard copy form in line with Article 43.
- (2) Any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- (3) When in these Articles reference is made to electronic means of communication or electronic form then the following provisions apply:-
 - (a) The Charity may, if the Directors so decide, allow the Members to vote by post or by suitable electronic means to elect Directors or to make a decision on any matter that is being decided at a General Meeting of the Members.
 - (b) If postal and/or email voting is to be allowed on a matter, the charity must send to Members of the charity not less than fourteen [14] days before the deadline for receipt of votes case in this way:
 - (i) a notice by email, if the Member has agreed to receive notices in this way including an explanation of the purpose of the vote and the voting procedure to be followed by the Member, and a voting form, capable of being returned by email or post to the charity containing details of the resolution being put to a vote or of the candidates for election as applicable;
 - (ii) a notice by post to all other Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (c) The voting procedure for votes cast by email must require the Member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (4) For the purposes of participating in Meetings of the Members or the Directors a person entitled to attend such meetings may participate in the Meetings by means of telephone or video conference facility provided that the Member has given details of his or her telephone number for the purposes of verification by the Charity, and the remaining Members or Directors, as the case may be, have approved such participation by telephone or video conferencing.

This Article also applies to any vote which the Member or Director, as the case may be, is

entitled to make during the course of any meeting.

43 Any notice to be given to or by any person pursuant to the Articles:

- (1) must be delivered in writing in hard copy; or
- (2) must be delivered in writing in electronic form.

44 (1) The Charity may transmit any notice to a Director either:

- (a) personally;
- (b) by sending it by post in a prepaid envelope addressed to the Director at his or her address;
- (c) by leaving it at the address of the Director; or
- (d) by delivering it in electronic form to the Director's registered e-mail address.

(2) A Director 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.

45 A Director present at any meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

46 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was sent to the Directors given e-mail address shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with the Companies Act.

(3) In accordance with the Companies Act notice shall be deemed to be given:

- (a) 48 hours after the envelope containing the notice was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

47 **Indemnity**

(1) The Charity shall indemnify a relevant Director against any liability incurred by him or her in that capacity, to the extent permitted by the Companies Act.

(2) In this Article a 'relevant Director' means any Director or former Director of the Charity or associated company.

48 **Rules**

(1) The Directors may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Charity.

(2) The byelaws may regulate the following matters but are not restricted to them:

- (a) the conduct of Directors of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (b) 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;
 - (c) the procedure at General Meetings and all other meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by the Articles; and
 - (d) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Directors have the power to alter, add to or repeal the rules or byelaws.
 - (4) The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of Members of the Charity.
 - (5) The rules or byelaws shall be binding on all Directors of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

49 **Disputes**

If a dispute arises between Directors of the Charity about the validity or propriety of anything done by Members or Directors of the Charity 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.

50 **Dissolution**

- (1) The Members of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid for, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
 - (a) directly for the Objects;
 - (b) by transfer to any Charity or charities for purposes similar to the Objects; or
 - (c) to any Charity or charities for use for particular purposes that fall within the Objects.
- (2) In no circumstances shall the net assets of the Charity be paid to or distributed among the Members or the Directors of the Charity and if no resolution in accordance with Article 50(1) is passed by the Members the net assets of the Charity shall be applied for charitable purposes as directed by a court or the Charity Commission.

Signed



Position Chair

Date 21/2/2018