

**Company Number: 06996964**

**Incorporation date: 20 August 2009**

**Companies Act 1985 and 2006  
Company Limited by Guarantee**

---

**ARTICLES OF ASSOCIATION**  
**of**  
**LYVENNET COMMUNITY TRUST**

---

Cobbetts LLP  
One Colmore Square  
Birmingham  
B4 6AJ  
DX: 716703 Birmingham 43  
Tel: 0845 404 2404  
Fax: 0845 404 2434

SFZL/LY101-1

## CONTENTS

Clause		Page
<u>1</u>	<u>INTERPRETATIONS</u>	1
<u>2</u>	<u>NAME OF CHARITY</u>	2
<u>3</u>	<u>THE REGISTERED OFFICE</u>	2
<u>4</u>	<u>THE OBJECTS</u>	2
<u>5</u>	<u>POWERS</u>	2
<u>6</u>	<u>APPLICATION INCOME AND PROPERTY</u>	6
<u>7</u>	<u>MEMBERS</u>	8
<u>8</u>	<u>APPLICATION FOR MEMBERSHIP</u>	9
<u>9</u>	<u>REGISTER OF MEMBERS</u>	9
<u>10</u>	<u>CESSATION OF MEMBERSHIP</u>	10
<u>11</u>	<u>GENERAL MEETINGS</u>	10
<u>12</u>	<u>PROCEEDINGS AT GENERAL MEETINGS</u>	11
<u>13</u>	<u>VOTING</u>	11
<u>14</u>	<u>NOTICES</u>	13
<u>15</u>	<u>HONORARY OFFICERS</u>	14
<u>16</u>	<u>EXECUTIVE COMMITTEE</u>	14
<u>17</u>	<u>POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE</u>	16
<u>18</u>	<u>PROCEEDINGS OF THE EXECUTIVE COMMITTEE</u>	17
<u>19</u>	<u>SECRETARY</u>	19
<u>20</u>	<u>THE SEAL</u>	19
<u>21</u>	<u>ACCOUNTS</u>	19
<u>22</u>	<u>AUDIT</u>	20
<u>23</u>	<u>ANNUAL REPORT</u>	20
<u>24</u>	<u>REGULATIONS</u>	20
<u>25</u>	<u>DISSOLUTION</u>	21
<u>26</u>	<u>NOTICES</u>	21
<u>27</u>	<u>INDEMNITY</u>	22

Company Number: 06996964

**COMPANIES ACT 1985 and 2006  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION OF  
LYVENNET COMMUNITY TRUST**

**1 INTERPRETATIONS**

1.1 In these Articles:

“**Act**” the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re enactment for the time being in force and any of the provisions of the Companies Act 2006 for the time being in force.

“**Address**” in relation to electronic communications, includes any number or address given to the Charity for that purpose.

“**Articles**” these Articles of Association.

“**Commission**” the Charity Commission for England and Wales.

“**Charity**” the above named charity.

“**Electronic means**” shall be taken to mean the same as in the Electronic Communications Act 2000.

“**Employee**” anyone holding a current contract of employment with the Company.

“**Executive Committee**” or “**member of the Executive Committee**” persons or a person appointed to perform the duties of directors of the Charity and are registered as Company Directors and Trustees.

In these Articles of Association the expression “**Executive Committee meeting**” or “**meeting of the Executive Committee**” includes, except where inconsistent with any legal obligation:

- (a) a physical meeting;
- (b) a meeting held by electronic means.

“**In writing**” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

“**Local Authority associated person**”:

- (c) a member of a local authority;
- (d) an officer of a local authority;
- (e) a person who had at any time in the preceding four years been a member of a local authority;

- (f) any other person so defined in section 69(5) of the Local Government and Housing Act.

**“Memorandum”** the memorandum of association of the Charity.

**“Seal”** the common seal of the Charity.

**“Secretary”** any person appointed to perform the duties of the Secretary of the Charity.

**“Social Housing”**:

- (a) low cost rental accommodation; and/or  
(b) low cost home ownership accommodation;

as defined in sections 69 and 70 respectively of the Housing and Regeneration Act 2008.

- 1.2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

## 2 **NAME OF CHARITY**

The name of the Charity is “Lyvennet Community Trust”.

## 3 **THE REGISTERED OFFICE**

The registered office of the Charity will be situated in England and Wales.

## 4 **THE OBJECTS**

The objects of the Charity shall be to carry on on a not for profit basis for the benefit of the community primarily in the area of the Lyvennet Valley incorporating the parishes of Crosby Ravensworth and King’s Meaburn (the “area of benefit”):

- 4.1 the provision of Social Housing and associated amenities for those in need by reason of financial hardship; and  
4.2 such other charitable purposes as may be from time to time determined subject to the prior written consent of the Charity Commission.

## 5 **POWERS**

In furtherance of the above but not otherwise, the Charity shall have the following powers:

- 5.1 to publish books, pamphlets, research documents, reports, leaflets, journals, audio tapes, video tapes, films, web material and instructional matter and to run lectures, forums, seminars, lectures, workshops, conferences, master classes and courses;
- 5.2 to support other charities engaged in similar objects where this does not conflict with the objects of the Charity;
- 5.3 to co operate and develop partnerships with Government Departments, statutory, voluntary and other bodies which are supportive of the aims of the Charity;
- 5.4 to enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Charity's objects;
- 5.5 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its objects;
- 5.6 to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects;
- 5.7 to acquire and manage any commercial premises businesses as are incidental or ancillary to or part of a project or series of projects undertaken for the aforementioned purposes or objects;
- 5.8 to exercise any power falling within section 2 of the Housing Act 1996;
- 5.9 to receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Charity's objects or any of them and to hold funds in trust for same, provided that the Charity shall not undertake any permanent trading activities in raising funds for its charitable objects;
- 5.10 subject to such consents as may be required by law (if any) to borrow or raise money for the Charity on such terms and on such security as may be thought fit;
- 5.11 to subscribe to or to establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;
- 5.12 to undertake and execute any charitable trusts which may be lawfully undertaken by the Charity and may be necessary to its objects;
- 5.13 to invest the moneys of the Charity not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also to the provisions of these Articles of association and to secure the repayment of any money lent;

- 5.14 to insure the Charity's assets and (should it have any) property against any foreseeable risk and take out other insurance to protect the Charity when required;
- 5.15 to provide indemnity insurance in accordance with, and subject to the conditions in section 73F of the Charities Act 1993 to cover the liability of the Executive Committee:
- 5.15.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Charity;
- 5.15.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986;
- provided that:
- 5.15.3 any such insurance in the case of 5.15.1 above shall not extend to any claim arising from any act or omission which the Executive Committee knew to be a breach of Trust or breach of duty or which was committed by the Executive Committee in reckless disregard of whether it was a breach of Trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Executive Committee in their capacity as directors of the Charity and in the case of 5.15.2 above shall not extend to any liability to make such a contribution, where the basis of a Executive Committee member's liability in her/his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.16 to sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Charity subject to such consents as may be required by law and subject also to the provisions of these Articles of associations. In exercising this power the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 5.17 to employ and remunerate such personnel as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a member of the Executive Committee only to the extent it is permitted to do so under section 122 of the Housing and Regeneration Act 2008 and Article 6 and provided it complies with the conditions in that Article;
- 5.18 to open and operate bank accounts and other facilities for banking in the name of the Charity;

- 5.19 to raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Charity shall not undertake any substantial permanent trading activities in raising funds for the said objects;
- 5.20 borrow money in such manner (including by way of issuing loan stock or bonds or debentures) for the purposes of the Charity or the Charity shall think fit. In exercising this power the Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- 5.21 to do all such other lawful things as may be necessary for the attainment of the above objects or any of them provided that:
- 5.21.1 in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 5.21.2 the objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 5.22 recruit and assist in the recruitment of voluntary workers for the promotion of the objects of the Charity;
- 5.23 acquire, manage, dispose of, deal in, or hold as an investment any property or assets wherever situate and to demolish, construct, improve, alter, furnish and maintain the same (including procuring such works);
- 5.24 promote and support in any way the establishment of a subsidiary and to acquire shares in any subsidiary;
- 5.25 to acquire, merge or to enter into any partnership or joint venture arrangement with any other charity;
- 5.26 secure by way of fixed charge, legal mortgage, floating charge, assignment or any other form of security arrangement and guarantee the Charity's performance of any obligation or liability it may undertake or which may become binding on it. In exercising this power the Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- 5.27 receive any money on deposit or loan upon such terms as the Charity may approve;
- 5.28 accept, draw, discount, endorse, execute, negotiate and issue bills of exchange, promissory notes and other negotiable or transferable instruments and to operate bank accounts;

- 5.29 to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;
- 5.30 make donations, grants and loans to third parties on such terms as the Charity thinks fit;
- 5.31 pay the costs, charges and expenses of the Charity's formation and registration.

## 6 APPLICATION INCOME AND PROPERTY

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2

6.2.1 subject to section 122 of the Housing and Regeneration Act 2008 a member of the Executive Committee 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;

6.2.2 a member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

6.2.3 a member of the Executive Committee may receive an indemnity from the Charity in the circumstances specified in these Articles;

6.3 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 other than in accordance with these Articles and subject to section 122 of the Housing and Regeneration Act 2008. This does not prevent a member who is not also a member Executive Committee receiving:

6.3.1 a benefit from the Charity in the capacity of a beneficiary of the charity;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

6.4 No Executive Committee member or connected person may:

6.4.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

6.4.2 sell goods, services, or any interest in land to the Charity;

6.4.3 be employed by, or receive any remuneration from, the Charity;

6.4.4 receive any other financial benefit from the Charity unless:

6.4.4.1 the payment is permitted by Article 6.5; or

6.4.4.2 the Executive Committee obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

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

## 6.5

6.5.1 A member of the Executive Committee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Executive Committee do not benefit in this way.

6.5.2 A member of the Executive Committee 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, section 73A to 73C of the Charities Act 1993.

6.5.3 A member of the Executive Committee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Executive Committee.

6.5.4 A member of the Executive Committee or connected person may receive rent for premises let by such members or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such members concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.5.5 The Executive Committee may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Executive Committee in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

6.5.6 A member of the Executive Committee 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.

## 6.6 Interpretation

6.6.1 In 6.2 – 6.5 of this Article 6 “Charity” shall include any company in which the Charity:

- 6.6.1.1 holds more than 50% of the shares; or
- 6.6.1.2 controls more than 50% of the voting rights attached to the shares; or
- 6.6.1.3 has the right to appoint one or more Trustees to the board of the Company;
- 6.6.2 In sub-clause 6.5 “connected person” means:
  - 6.6.2.1 a child, parent, grandchild, grandparent, brother or sister of the Executive Committee member;
  - 6.6.2.2 the spouse or civil partner of the Executive Committee member or of any person falling within 6.6.2.1 above;
  - 6.6.2.3 a person carrying on business in partnership with the Executive Committee member or with any person falling within 6.6.1.1 or 6.6.1.2 above;
  - 6.6.2.4 an institution which is controlled:
    - (a) by a an Executive Committee member or any connected person falling within 6.6.2.1, 6.6.1.2, or 6.6.2.3 above; or
    - (b) by two or more persons falling within 6.6.2.1, when taken together;
  - 6.6.2.5 a body corporate in which:
    - (a) the Executive Committee Member or any connected person falling within paragraphs 6.6.2.1 to 6.6.2.3 has a substantial interest; or
    - (b) two or more persons falling within sub-paragraph 6.6.2.1 who, when taken together, have a substantial interest.
  - 6.6.2.6 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in Article 6.

## 7 MEMBERS

- 7.1 The first members of the Charity shall be the subscribers to the Memorandum of Association.
- 7.2 The Executive Committee may at their discretion admit into membership the following:

- 7.2.1 individuals irrespective of their gender, sexuality, disability, race or religion, who have attained the age of 18, who support the objects of the Charity and;
- 7.2.2 any society, Charity or unincorporated body, which supports the objects of the Charity.
- 7.3 Each member that is an organisation shall appoint a representative, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Charity all such rights and powers as the member would exercise if it were an individual person. Each member that is an organisation shall send to the Secretary of the Charity written/e-mailed notification of its choice of representative.
- 7.4 The liability of the members is limited.
- 7.5 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time s/he/it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Charity contracted before the time at which s/he/it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
- 7.6 If upon the winding up or dissolution of the Charity there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall be applied, paid or distributed in accordance with Article 25.
- 7.7 No such addition, alteration or amendment shall be made to or in the provisions of the articles of association for the time being in force as shall cause the Charity to cease to be a charity in law.

## **8 APPLICATION FOR MEMBERSHIP**

Applications for membership shall be in such form as the Executive Committee shall direct. Any such form may provide that a member may give their consent to receive communications by electronic means. Any member giving their consent in this way shall notify the Secretary of any change to their details within seven days of the change. The Executive Committee will consider and approve or reject applications for membership the decision of which shall be final.

## **9 REGISTER OF MEMBERS**

The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member, and if applicable an address to be used for electronic means, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of

Members on becoming a member, and in the case of a member, which is an organisation, a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing including by electronic means, within seven days of a change to her, his or its name or address/e-mail address.

## 10 **CESSATION OF MEMBERSHIP**

10.1 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such. The Executive Committee may terminate the membership of any individual or organisation, with a two thirds majority of those members of the Executive Committee present at the meeting, whose continued membership would, in the reasonable view of the Executive Committee be harmful to the Charity; but this may only be done after a meeting called to discuss a member's expulsion where the member concerned shall have the right to make representation to the meeting, accompanied by a third party of his/her choice.

10.2 A member shall cease to be a member if s/he or it:

10.2.1 resigns in writing to the Secretary; or

10.2.2 dies, if an individual person; or

10.2.3 is wound up or goes into liquidation, if an organisation; or

10.2.4 ceases to meet the criteria for membership as described in Article 8.

## 11 **GENERAL MEETINGS**

11.1 The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.

11.2 The business of an Annual General Meeting shall comprise:

11.2.1 the consideration of the Report and Accounts presented by the Executive Committee;

11.2.2 the election and appointment of the Executive Committee;

11.2.3 the appointment of the auditor(s) and the agreement to delegate the setting of the remuneration of the auditor(s) to the Executive Committee;

11.2.4 such other business as may have been specified in the notices calling the meeting.

- 11.3 The Executive Committee may whenever they think fit convene a General Meeting, or a General Meeting may be convened by five members or ten per cent of the members of the Charity whichever is the greater, or as provided by the Act.

## 12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting five members or ten percent of the membership, whichever is the greater, (including the representatives of members which are organisations) shall be the quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.
- 12.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Executive Committee may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- 12.3 At every General Meeting the Chair of the Charity appointed by the Executive Committee shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting or is unable to preside, then the Vice Chair shall preside. If s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then those members present shall choose a competent person from amongst their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 12.4 The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise except in the circumstances described in Article 12.2. it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 13 VOTING

- 13.1 Decisions at General Meetings shall be made by passing resolutions:
- 13.1.1 Decisions involving an alteration to the Articles of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is

one passed by a majority of not less than three fourths of votes cast at a quorate meeting.

- 13.1.2 All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.
- 13.2 A resolution in writing shall be valid and effective as if it had been passed at a General Meeting of the Charity, and may consist of several documents in the same form, each signed by one or more members. A written resolution shall be deemed to have been passed if:
  - 13.2.1 written approval has been received from at least 75% of the membership where the business of the resolution is deemed special;
  - 13.2.2 written approval has been received from at least 51% of the membership for all resolutions dealing with all other business.
- 13.3 Agreement to a written resolution must be received within 28 clear days of the circulation date of the resolution in accordance with the Act.
- 13.4 In accordance with the Act, resolutions to remove a member of the Executive Committee or auditor of the Charity before the end of his/her period of office shall not be passed by written resolution.
- 13.5 No alteration may be made to the Articles of the Charity by resolution which would have the effect of making the Charity cease to be a charity in law.
- 13.6 Only one vote may be cast by or on behalf of each member, including members which are organisations, on any particular resolution. Any other member of the Charity (including the representatives of organisational members), may act as proxy for a member who is absent from the meeting. Notice of an appointment of a proxy by a member must be received by the Charity Secretary no later than 48 hours (excluding week ends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
- 13.7 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present or as provided by the Act. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the proceedings of the Charity, shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

- 13.8 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
- 13.9 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
- 13.10 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.
- 13.11 A member shall declare an interest in, and shall not speak or vote in respect of any matter in which s/he/it has a personal, material or financial interest or any matter arising from it and shall withdraw from any meeting where such a matter is discussed.

## 14 **NOTICES**

- 14.1 An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Executive Committee shall be called by at least twenty one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
- 14.2 Notice of every General Meeting shall be sent by post to every member of the Charity at their registered address, or to an address given where a member has elected to receive communications by electronic means, and to the auditors and to such other persons who are entitled to receive notice.
- 14.3 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting, which is to consider a Special Resolution or a resolution to remove a member of the Executive Committee or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified. Notice shall also include the right of each member to appoint a proxy.
- 14.4 Where notice is sent by post to a member's registered office, and a notice sent by electronic means shall be deemed to have been duly served forty eight hours after the notice has been posted or sent.
- 14.5 Where a Charity places communications required by these Articles on its website, notification must be given to all members who have given their consent to receive communication by this method that documents have been placed for their consideration.

14.6 The accidental omission to give notice of a meeting to or non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

## 15 HONORARY OFFICERS

The Executive Committee, at its first meeting following the Annual General Meeting shall elect, from amongst the members of the Executive Committee, a Chair, Vice Chair and Treasurer. Honorary Officers shall serve for one year as Honorary Officers but on retirement, and subject to them retaining their position on the Executive Committee shall be eligible to re stand for election to the same or any other Honorary Officer post.

## 16 EXECUTIVE COMMITTEE

16.1 The Charity shall have an Executive Committee comprising not less than five and not more than eleven persons.

16.2 The initial members of the Executive Committee shall be appointed by the subscribers to the Memorandum. Thereafter any appointment of an Executive Committee Member shall be made by written notice to the Charity. The appointment shall be effective from the date on which the Charity receives such notice in writing or from the date of the vacancy which ever shall be the later. A person appointed as an Executive Committee Member pursuant to the Articles shall be deemed to have agreed to become a member of the Charity and on his appointment as an Executive Committee Member shall become a member.

16.3 Elections and co options shall be carried out using procedures agreed by Executive Committee.

16.4 Members of the Executive Committee are directors of the Charity within the meaning of the Act and charity trustees within the meaning of charity law. Any person appointed in this capacity shall have regard for the duties required of them by law, in particular the duty to act in the best interests of the Charity whilst appointed to the Executive Committee regardless of whether they are appointed by a third party.

16.5 The Executive Committee may at any time appoint persons to the Executive Committee by co option provided that the number of co opted persons under this Article does not number more than one third of the total number of members of the Executive Committee. The Executive Committee may at any time revoke such co-option. Co opted persons need not be members of the Charity. Co-opted persons to the Executive Committee shall not have a vote at Executive Committee Meetings.

16.6 Under no circumstances shall any of the following serve as members of the Executive Committee:

16.6.1 Employees of the Charity;

- 16.6.2 persons aged under eighteen years;
  - 16.6.3 persons who are bankrupt or who are otherwise disqualified by law from serving as Charity directors;
  - 16.6.4 persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
- 16.7 At the first Annual General Meeting all members of the Executive Committee shall stand down. At every subsequent Annual General Meeting, one third of the members of the Executive Committee, or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The members to retire shall be those longest in office since their last appointment. Regarding members of the Executive Committee who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring member of the Executive Committee shall be eligible for re appointment.
- 16.8 The Executive Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the remaining members of the Executive Committee may act for the purposes of increasing their number, or of summoning a General Meeting of the Charity, but for no other purpose.
- 16.9 The office of a Executive Committee member shall be immediately vacated if s/he:
- 16.9.1 resigns her/his office in writing to the Charity; or
  - 16.9.2 is the representative of an organisation and such organisation is wound up or goes into liquidation; or
  - 16.9.3 is the representative of an organisation and that organisation removes their endorsement; or
  - 16.9.4 in the opinion of a majority of the members of the Executive Committee, fails to declare her/his interest in any contract as referred to in Article 18.5; or
  - 16.9.5 she/he is disqualified by law from being a trustee of a charity or a director of a Charity; or
  - 16.9.6 is removed from office by resolution of the Charity in General Meeting in accordance with the Act; or
  - 16.9.7 does not attend three consecutive meetings of the Executive Committee held over a period of six months without good reason, and the Executive Committee decide that their membership should be terminated; or
  - 16.9.8 s/he is, or may be, suffering from mental disorder and either:

- 16.9.8.1 she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 and is subsequently detained under the relevant Act for more than 30 days; or
- 16.9.8.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to his property or affairs; or
- 16.9.9 is an undischarged bankrupt or;
- 16.9.10 is expelled by three quarters of the Executive Committee for conduct prejudicial to the Charity provided that any member of the Executive Committee whose expulsion is proposed shall have the right to make representation to the meeting, accompanied by a friend at which the decision is to be made.

## **17 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 17.1 The business of the Charity shall be managed by the Executive Committee who may pay all expenses of the formation of the Charity as they think fit and may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in General Meeting.
- 17.2 No regulation made by the Charity in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.
- 17.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Executive Committee must be signed by at least two members of the Executive Committee.
- 17.4 Without prejudice to its general powers, the Executive Committee may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity,

subject to such consents as may be required by law and in particular the Charities Act 1993 as amended by the Charities Act 2006.

## 18 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 18.1 The Executive Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit. Meetings of the Executive Committee may also be held by electronic means: Provided that all members of the Executive Committee wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where members of the Executive Committee are present in person must be held every year.
- 18.2 The Secretary on the requisition of two or more members of the Executive Committee shall summon a meeting of the Executive Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom.
- 18.3 The quorum necessary for the transaction of the business of the Executive Committee shall be five members of the Executive Committee
- 18.4 Questions arising at any meetings shall be decided by a majority of votes, each member of the Executive Committee having one vote on each question to be decided. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 18.5 A member of the Executive Committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. Subject to Article 18.6.1 an Executive Committee Member must absent himself or herself from any discussions of the Executive Committee 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 interest).
- 18.6 If a conflict of interests arises for an Executive Committee Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Members of the Executive Committee may authorise such a conflict of interests where the following conditions apply:
- 18.6.1 the conflicted Executive Committee Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person unless asked to

- remain to provide information in which case he shall withdraw from the meeting after providing any such information;
- 18.6.2 the conflicted Executive Committee Member is absent from the vote and does not vote on any such matter and is not to be counted when considering whether a quorum of the Executive Committee is present at the meeting; and
- 18.6.3 the unconflicted Executive Committee Members consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 18.7 In Article 18.6 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Executive Committee Member.
- 18.8 At every meeting of the Executive Committee the Chair of the Charity shall preside, but if s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then the Vice Chair shall preside. If s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then those members of the Executive Committee present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 18.9 The Executive Committee shall cause accurate records to be made of:
- 18.9.1 the name, details and date of appointment of all persons appointed to office;
- 18.9.2 the names of the members of the Executive Committee, officers, members, representatives and other persons present at all General, Executive Committee and Sub Committee meetings of the Charity;
- 18.9.3 minutes of all proceedings and resolutions at all General, Executive Committee and Sub Committee meetings of the Charity;
- 18.9.4 all applications of the Seal to any document.
- 18.10 All such records and minutes shall be open to inspection at any reasonable time by any member of the Executive Committee and by any person authorised by the Charity in General Meeting. Minutes of General Meetings shall be available for inspection by any member of the Charity at any reasonable time.
- 18.11 The Executive Committee may delegate any of their powers to Sub Committees consisting of such members of their body and/or the Charity as they think fit. Any Sub Committees so formed shall in the exercise of the powers so delegated conform

to any regulations imposed on it by the Executive Committee, which regulations shall always include provision for regular and prompt reports to the Executive Committee.

18.12 All acts done by the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.

18.13 A resolution in writing, signed by the requisite majority of the members of the Executive Committee for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more members of the Executive Committee.

## 19 **SECRETARY**

19.1 The Executive Committee shall appoint a Secretary of the Charity upon such conditions as they think fit and any Secretary so appointed may be removed by them.

19.2 No remuneration may be paid to a Secretary who is also a member of the Executive Committee.

19.3 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## 20 **THE SEAL**

If the Charity has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be applied shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee. Every such application of the Seal shall be minuted.

## 21 **ACCOUNTS**

21.1 The Executive Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

21.1.1 all sums of money received and expended by the Charity and the matters in which the receipt and expenditure takes place;

21.1.2 all sales and purchases of goods by the Charity;

21.1.3 the assets and liabilities of the Charity.

- 21.2 Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.
- 21.3 The accounts shall be kept at the Registered Office of the Charity or, subject to the Act, at such other place or places as the Executive Committee think fit.
- 21.4 The Executive Committee shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Charity in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in the Act.
- 21.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charity in General Meeting, together with a copy of the auditor's report and Executive Committee report shall not less than twenty one days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent by post to every member of and every holder of debentures of the Charity, or by electronic means; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.
- 21.6 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re enactment or modification of that Act) with regard to the transmission of the statements of account of the Charity to the Commissioners.

## 22 **AUDIT**

- 22.1 In accordance with the law for the time being in force the Charity may if it is eligible to do so apply the small Charity audit exemptions. Otherwise once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 22.2 Auditors shall be appointed and their duties regulated in accordance with the Act and charity law.

## 23 **ANNUAL REPORT**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## 24 **REGULATIONS**

The Charity in General Meeting or the Executive Committee may from time to time make, adopt and amend such regulations in the form of bye laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of

the Charity and the proceedings and powers of the Executive Committee and Sub-Committees of the Charity, provided that such regulations are not inconsistent with the Memorandum and Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Memorandum or Articles. All members of the Charity and the Executive Committee shall be bound by such regulations whether or not they have received a copy of them.

## 25 **DISSOLUTION**

25.1 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, 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:

25.1.1 directly for the Objects; or

25.1.2 by transfer to any charity or charities for purposes similar to the Objects;  
or

25.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

25.2 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:

25.2.1 directly for the Objects; or

25.2.2 by transfer to any charity or charities for purposes similar to the Objects;  
or

25.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

25.3 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 this Article 25 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.

## 26 **NOTICES**

26.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.

26.2 The Charity may give notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his/her registered address or by

leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives the Charity an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but not otherwise.

26.3 A Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purpose for which it was called.

26.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## 27 **INDEMNITY**

27.1 Subject to the provisions of and as so far as may be consistent with the Act, every Executive Committee Member, auditor, Secretary, or other Honorary Officer of the Charity shall be entitled to be indemnified by the Charity against all costs, charges, losses, expenses and liabilities incurred by them in the execution and/or discharge of their duties and/or exercise of their powers and/or otherwise in relation to or in connection with his duties, powers or office.

27.2 The Executive Committee shall have power to purchase and maintain for any Executive Committee Member, auditor, Secretary or other Honorary Officer of the Charity insurance against any liability described in these Articles in accordance with section 233 of the Companies Act 2006 and section 738 of the Charities Act 1993.