

Articles of Association for a Charitable Company

The Companies Act 2006 Company Limited by Guarantee

Articles of Association of The Castle Players

Company name

- 1** The Company's name is 'The Castle Players' ("the Charity").

Interpretation

- 2** In the articles:

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

"the articles" means the Charity's articles of association;

"the Charity" means the charitable company intended to be regulated by the articles;

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

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

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

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"connected person" means a person as defined under Article 61;

"the directors" means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

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

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

"the memorandum" means the Charity's memorandum of association;

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

"the seal" means the common seal of the Charity if it has one;

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

“the trustees” means the trustees of the Charity as defined by section 177 of the Charities Act 2011. The trustees are company directors as defined by section 250 of the Companies Act 2006;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes 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.

Liability of members

- 3** The liability of the members is limited to a sum not exceeding £1, being the amount that each member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member for:
- (1) payment of the Charity’s debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

- 4** The objects (“Objects”) for which the Charity is established are:
- (1) To promote, maintain, improve and advance education of the public by the production of plays and the encouragement of the arts, particularly for those living in rural areas.

Powers

- 5** The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Trustees have the power:
- (1) to raise funds. In doing so, the Charity must not undertake any 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 and 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 sections 117 and 122 of the Charities Act 2011;
 - (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 sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
 - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
 - (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
 - (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (12) 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;

Application of income and property

- 6 (1)** The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2)**
- (a) A trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A trustee may receive an indemnity from the Charity in the circumstances specified in article 57.
 - (d) A trustee 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 member of the Charity. This does not prevent a member who is not also a trustee from receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

Benefits and Payments to Charity trustees and connected persons

- 7 (1)** No trustee or connected person may:
- (a) buy goods or services from the Charity on terms preferential to those applicable to other members of the public;
 - (b) sell goods or services or any interest in land to the Charity;
 - (c) be employed by or receive any remuneration from, the Charity; or
 - (d) receive any other financial benefit from the Charity

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

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

Scope and powers permitting trustees' or connected persons' benefits

- (2) (a) A trustee 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 trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011 (see Appendix A).
- (c) Subject to sub-clause (3) of this article, a trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the trustee or connected person.
- (d) A trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for supply of goods only - controls

- (3) The Charity and its trustees may only rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
- (i) the Charity or its trustees (as the case may be); and
 - (ii) the trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than someone who is not a trustee

or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.

(f) The reason for their decision is recorded by the trustees in the minute book.

(g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.

(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 company;

(b) “connected person” includes any person within the definition in Article 61 “Interpretation”.

Declaration of trustees’ interests

8 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees 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).

Conflicts of interests and conflicts of loyalties

9 (1) If a conflict of interests arises for a trustee 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 trustees may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and

(c) the unconflicted trustees 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 interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

Members

10 (1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:

(a) apply to the Charity in the form required by the trustees; and

(b) are approved by the trustees;

(3) (a) the trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferrable.

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

Classes of membership

(1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

(3) The rights attached to a class of membership may only be varied if:

(a) three-quarters of the members of that class consent in writing to that variation;
or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member, or at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General Meetings

13 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

14 The trustees may call a general meeting at any time.

Notice of general meetings

15 (1) The minimum periods of notice required to hold a general meeting of the Charity are:

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

- (b) fourteen clear days for all other general meetings.
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
 - (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 annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
 - (4) The notice must be given to all the members and to the trustees and auditors.
- 16** The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

- 17 (1)** No business shall be transacted at any general meeting unless a quorum is present.
- (2)** A quorum is:
- (a) five members present in person or by proxy and entitled to vote on the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time
- whichever is the greater. Should there be fewer than five members of the Charity in total, then all members must be in attendance for the meeting to be quorate.
- (3)** The authorised representative of a member organisation shall be counted in the quorum.
- 18 (1)** If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the trustees shall determine.
- (2)** The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (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 in person or by proxy at that time shall constitute the quorum for that meeting.

- 19 (1)** General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees.
- (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 trustee nominated by the trustees shall chair the meeting.
- (3)** If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4)** If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20 (1)** The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 20 (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 days, at least seven clear days notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21 (1)** Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least three members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)** (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity.
- (3)** (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)**
- (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)**
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

22 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2)** The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3)** Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4)** Unless a proxy notice indicates otherwise, it must be treated as -

- (a) allowing the person appointed under it as a proxy discretion as to how to vote

on any ancillary or procedural resolutions put to the meeting; and

- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 22A** (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (3) 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.
 - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Written resolutions

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

Votes of members

- 24** Subject to Article 11, every member, whether an individual or an organisation, shall

have one vote.

- 25** Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 26 (1)** Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2)** The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3)** Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

The Trustees

- 27 (1)** A trustee must be a natural person aged 16 years or older.
- (2)** No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 39.
- 28 (1)** The number of trustees shall be not less than three.
- (2)** Subject to the provisions of the Companies Acts and to Article 7, the trustees may from time to time appoint one or more of its number to any unremunerated executive office of the Charity. Any such appointment may be made upon such terms as the trustees may determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee.
- 29** The first trustees shall be those persons notified to Companies House as the first trustees of the Charity.
- 30** A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.
- 31** Only Members shall be eligible to be members of the Board.

Powers of trustees

- 31 (1)** The trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2)** No alteration of the articles or any special resolution shall have retrospective effect to

invalidate any prior act of the trustees.

- (3) Any meeting of the trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

Retirement of trustees

- 32** At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees. At each subsequent annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one trustee he or she must retire.
- 33 (1)** The trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2)** If a trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of trustees

- 34** The Charity may by ordinary resolution:
- (1) appoint a person who is willing to act to be a trustee; and
 - (2) determine the rotation in which any additional trustees are to retire.
- 35** No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:
- (1) he or she is recommended for re-election by the trustees; or
 - (2) not less than fourteen nor more than thirty clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee;
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 36** All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation.
- 37 (1)** The trustees may appoint or co-opt a person who is willing to act to be a trustee.
- (2)** A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting and must not be taken into account in determining the trustees who are to retire by rotation.
- 38** The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.

Disqualification and removal of trustees

- 39** A trustee shall cease to hold office if he or she:
- (1) ceases to be a trustee by virtue of any provision in the Companies acts or is prohibited by law from being a trustee;
 - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (3) ceases to be a member of the Charity;
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (5) resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the trustees from three consecutive meetings of the trustees and the trustees resolve that his or her office be vacated.

Remuneration of trustees

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

Proceedings of trustees

- 41 (1)** The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

- (2) The chair, or any two trustees, may call a meeting of the trustees.
 - (3) The secretary (if any) must call a meeting of the trustees if requested to do so as outlined in article 41(2).
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
 - (7) At least four meetings of the trustees shall be held during each calendar year.
- 42** (1) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made [‘Present’ includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.]
- (2) The quorum shall be three or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.
 - (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- 43** If the number of trustees present is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 44** (1) The trustees shall appoint a trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.
- 45** (1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided the following conditions are complied with:
- (a) approval from each trustee must be received by one person, being either the

- person nominated in advance for that purpose under article 28(1) or such other trustee as volunteers if necessary (“the Recipient”)
- (b) following receipt of responses from all trustees, the Recipient shall communicate to all trustees by any means whether the resolution has been formally approved by the trustees in accordance with this article 45.
 - (c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval, which shall be decided on the basis of a simple majority, subject to article 42(2).
 - (d) the Recipient prepares a minute of the decision in accordance with article 49.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

Delegation

- 46** (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- (2) The trustees 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;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Validity of trustees’ decisions

- 47 (1)** Subject to article 47(2), all acts done by a meeting of trustees, or a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was 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 trustee; and
- (e) that trustee being counted in the quorum;

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

- (2)** Article 47(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 47(1), the resolution would have been void, or if the trustee has not complied with article 8.

Seal

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

Minutes

- 49** The trustees must keep minutes of all:
- (1) appointments of officers made by the trustees;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 50 (1)** The trustees must prepare for each financial year, accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2)** The trustees must keep accounting records as required by the Companies Acts.
- (3)** An auditor or independent examiner shall be appointed as required by the Companies Acts and the Charities Act 2011.

Annual Report and Return and Register of Charities

51 (1) The trustees must comply with the requirements of the Charities Act 2011 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;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

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

(2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

53 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

54 (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.

- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 55** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 56 (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 given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 57 (1)** The Charity may indemnify a relevant trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a “relevant trustee” means any trustee or former trustee of the Charity.
- 57A** The Charity may indemnify an auditor against any liability incurred by him or her or it
- (1) in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he she or it is acquitted; or
 - (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

- 58 (1)** The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of

organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) 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;
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

- 59** If a dispute arises between members of the Charity about the validity or propriety of anything done by the members 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.

Dissolution

- 60 (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 for them, shall on or before the dissolution of the Charity be applied or transferred in one or more of the following ways:
- (a) directly for the Objects; or
 - (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) Subject to any 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:

- (a) directly for the Objects; or
 - (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.
- (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 article 60(1) 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.

Interpretation

61 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47, “connected person” means

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (ii) by two or more persons falling within sub-clause (4)(a), when taken together;
- (5) a corporate body in which –
 - (a) the trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (c) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

Appendix A: Sections 185 and 186 of the Charities Act 2011

Section 185: Remuneration of charity trustees or trustees etc. providing services to charity

(1) This section applies to remuneration for services provided by a person ("P") to or on behalf of a charity where—

- (a) P is a charity trustee or trustee for the Charity, or
- (b) P is connected with a charity trustee or trustee for the Charity and the remuneration might result in that trustee obtaining any benefit.

This is subject to subsection (3).

(2) If Conditions A to D are met in relation to remuneration within subsection (1), P is entitled to receive the remuneration out of the funds of the charity.

- *Condition A*

Condition A is that the amount or maximum amount of the remuneration—

- a) is set out in an agreement in writing between the charity or its charity trustees (as the case may be) and P under which P is to provide the services in question to or on behalf of the charity, and
- b) does not exceed what is reasonable in the circumstances for the provision by P of the services in question.

- *Condition B*

Condition B is that, before entering into that agreement, the charity trustees decided that they were satisfied that it would be in the best interests of the charity for the services to be provided by P to or on behalf of the charity for the amount or maximum amount of remuneration set out in the agreement.

- *Condition C*

Condition C is that if immediately after the agreement is entered into there is, in the case of the charity, more than one person who is a charity trustee and is—

- a) a person in respect of whom an agreement within Condition A is in force,
- b) a person who is entitled to receive remuneration out of the funds of the charity otherwise than by virtue of such an agreement, or
- c) a person connected with a person falling within paragraph (a) or (b),

the total number of them constitute a minority of the persons for the time being holding office as charity trustees of the charity.

- *Condition D*

Condition D is that the trusts of the charity do not contain any express provision that prohibits P from receiving the remuneration.

(3) Nothing in this section applies to—

- a) any remuneration for services provided by a person in the person's capacity as a charity trustee or trustee for a charity or under a contract of employment, or
- b) any remuneration not within paragraph (a) which a person is entitled to receive out of the funds of a charity by virtue of—
 - (i) any provision contained in the trusts of the charity;
 - (ii) any order of the court or the Commission;
 - (iii) any statutory provision contained in or having effect under an Act other than this section.

(4) Before entering into an agreement within Condition A the charity trustees must have regard to any guidance given by the Commission concerning the making of such agreements.

(5) The duty of care in section 1(1) of the Trustee Act 2000 applies to a charity trustee when making such a decision as is mentioned in Condition B.

(6) For the purposes of Condition C an agreement within Condition A is in force so long as any obligations under the agreement have not been fully discharged by a party to it.

(7) Sections 187 and 188 (interpretation) apply for the purposes of this section.

Section 186: Disqualification of charity trustee or trustee receiving remuneration under s.185

(1) This section applies to any charity trustee or trustee for a charity—

- a) who is or would be entitled to remuneration under an agreement or proposed agreement within Condition A, or
- b) who is connected with a person who is or would be so entitled.

(2) The charity trustee or trustee for a charity is disqualified from acting as such in relation to any decision or other matter connected with the agreement.

(3) But if an act is done by a person who is disqualified from doing it by virtue of subsection (2), the act is not invalid merely because of that disqualification.

(4) If the Commission is satisfied—

- a) that a person (“P”) has done any act which P was disqualified from doing by virtue of subsection (2), and
- b) that P or a person connected with P has received or is to receive from the charity any remuneration under the agreement in question,

it may make an order under subsection (5) or (6) (as appropriate).

(5) An order under this subsection is one requiring P—

- a) to reimburse to the charity the whole or part of the remuneration received as mentioned in subsection (4)(b);
- b) to the extent that the remuneration consists of a benefit in kind, to reimburse to the charity the whole or part of the monetary value (as determined by the Commission) of the benefit in kind.

(6) An order under this subsection is one directing that P or (as the case may be) the connected person is not to be paid the whole or part of the remuneration mentioned in subsection (4)(b).

(7) If the Commission makes an order under subsection (5) or (6), P or (as the case may be) the connected person accordingly ceases to have any entitlement under the agreement to so much of the remuneration (or its monetary value) as the order requires P to reimburse to the charity or (as the case may be) as it directs is not to be paid to P.

(8) Sections 187 and 188 (interpretation) apply for the purposes of this section.

Section 187: Meaning of “benefit”, “remuneration”, “services” etc.

In sections 185 and 186 –

“benefit” means a direct or indirect benefit of any nature;

“maximum amount”, in relation to remuneration, means the maximum amount of the remuneration whether specified in or ascertainable under the terms of the agreement in question;

“remuneration” includes any benefit in kind (and “amount” accordingly includes monetary value);

“services”, in the context of remuneration for services, includes goods that are supplied in connection with the provision of services.

Section 188: Meaning of “connected person”

See Article 61 of these articles of association.