

THE COMPANIES ACTS

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

LIMBLESS ASSOCIATION

- 1.0 **The company's name is** LIMBLESS ASSOCIATION, and in this document it is called the "charity".
- 1.1. The company's registered address is Unit 10, Waterhouse Business Centre, 2 Cromar Way, Chelmsford, Essex, CM1 2QE
- 1.2 The Company is governed by the laws of England, Wales, Northern Ireland and Scotland.
- 1.3 Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with Section 7 of the Charities and Trust Investment (Scotland) Act 2005.

Interpretation

- 2.0 "address" means a postal address, or, for the purposes of electronic communications, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the charity;

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

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

"Clear calendar days" in relation to a 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;

“The directors” mean the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

“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” means the directors and the secretary (if any);

“The seal” means the common seal of the charity if it has one;

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

“the United Kingdom” means Great Britain; Northern Ireland; Isle of Wight; Isle of Man; Jersey and Guernsey;

“In writing” means by post, email or fax dependant on the normal method of communication and address used; and

Words importing one gender shall include all genders, and the singular includes the plurals 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

3.0

3.1. The liability of members is limited.

3.2. Every member of the charity promise, if the charity is dissolved while he or she or it is a member or within 12 months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to

be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributions among themselves.

3.3. In consideration for this liability, provided the members of the charity give 7 days' notice in writing to the charity, and this information is not already available on the charity website, the members have a right of inspection to;

3.3.1. A copy of the memorandum and articles and any regulations, which must be available for inspection at the registered office of the charity or at a single alternative inspection location. If applicable any member who requests a copy of the memorandum and articles of association must be sent one.

3.3.2. the statutory financial accounts and balance sheet;

3.3.3. the minutes of the annual and general meetings;

Objects

4.0 The charity's Objects are specifically restricted to the following "to enable people in the United Kingdom of all ages who are without one or more limbs to achieve rehabilitation and independence in hospital, home, education, employment and the community"

4.1. Amendments to the Objects for clearance with the commission shall be made only by a written special resolution at an Annual General Meeting.

Powers

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

5.1. to raise funds, in doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.2. to buy, take on lease, or in exchange, hire or otherwise acquire any property and to maintain it for use;

5.3. 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

5.4. 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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

- 5.5. to co-operate with other charities, volunteer bodies and statutory authorities and to exchange information and advice with them;
 - 5.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 5.7. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity provided ratification has been sought from the membership at an AGM via an ordinary resolution;
 - 5.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.9. To employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
 - 5.10. to:
 - 5.10.1. deposit or invest funds;
 - 5.10.2. employ a professional fund manager; and
 - 5.10.3. arrange for the investment or other property of the charity to be held in the name of a nominee;
- In the same manner and subject to the same condition as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.11. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
 - 5.12. 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

6.0

- 6.1. The income and property of the charity shall be applied solely towards the promotion of the Objects;

6.2.

- 6.2.1. A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity provided that such expenses were incurred wholly, exclusively and necessarily on behalf of the charity. All expenses must

be covered by the relevant receipts and be submitted on a monthly basis as per relevant financial rules and be cleared for payment by the director responsible for financial control;

6.2.2. A director 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 director may receive an indemnity from the charity in the circumstances specified in article 56.

6.3. None of the income or property of the charity may be paid or transferred directly or indirectly by way of a 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 director 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.

Directors' benefits

6.4. No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity.

6.5.

6.5.1. In sub-clause (2)-(4) of this article 6 "charity" shall include any company in which the charity:

6.5.1.1. holds more than 50% of the shares; or

6.5.1.2. controls more than 50% of the voting rights attached to the shares;

or

6.5.1.3. has the right to appoint one or more directors to the board of the company;

6.5.2. In sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 "connected persons" means;

6.5.2.1. a child, parent, grandchild, grandparent, brother or sister of the director;

- 6.5.2.2. the spouse or civil partner of the director or of any person falling within paragraph 6.5.2.1 above;
- 6.5.2.3. a person carrying on business in partnership with the director or with any person falling within paragraph 6.5.2.1 and 6.5.2.2 above;
- 6.5.2.4. an institution which is controlled-
 - 6.5.2.4.1. by the director or any connected person falling within paragraph 6.5.2.1, 6.5.2.2 or 6.5.2.3 above; or
 - 6.5.2.4.2. by two or more persons falling within sub-paragraph 6.5.2.4.1, when taken together
- 6.5.2.5. a body corporate in which –
 - 6.5.2.5.1. the director or any connected person falling within paragraphs 6.5.2.1 – 6.5.2.4 has a substantial interest; or
 - 6.5.2.5.2. Two or more persons falling within sub-paragraph 6.5.2.5.1 who, when taken together, have a substantial interest.

6.6. No ex-gratia payments shall be made to any director, employee, member or any other person.

Members

7.0

7.1. Membership subject to article 8 is open to person(s) as described within the Objects who;

7.1.1. apply to the charity in the form required by the directors; and nominate any other memberships or associations held on their membership application;

7.1.2. Are approved by the directors.

7.2.

7.2.1. The directors may refuse an application for renewal or for a new membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

7.2.1.1. The Directors, if acting reasonably and properly, consider it to be in the best interests of the charity to cancel an existing membership.

7.2.2. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- 7.2.3. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing.
- 7.2.4. The applicant may appeal to a committee consisting of one director and two members and the decision of the committee notified forthwith by the one director in writing to the applicant shall be final
- 7.3. Membership is not transferable except as a proxy in article 19.
- 7.4. The directors must keep a register of names and addresses of members.

Classes of membership

8.0

- 8.1. The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - 8.1.1. Membership is open to;
 - 8.1.1.1. Person(s) as described within the Objects who are without one or more limbs, and are resident in the United Kingdom and over 16 years of age.
 - 8.1.1.2. A parent(s) or registered carer(s) of any person(s) as described within the Objects without one or more limbs, and are resident in the United Kingdom and over 16 years of age.
- 8.2. The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.3. The rights attached to a class of membership may only be varied if:
 - 8.3.1. three-quarters of the members of that class consent in writing to the variation;
or
 - 8.3.2. A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 8.4. 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

- 9.0 Membership shall be terminated if:
 - 9.1. the member dies;
 - 9.2. the member resigns by written notice to the charity;

- 9.3. any sum due from the member to the charity is not paid in full within six months of it falling due;
- 9.4. The member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated.
- 9.5. Any member found to be in breach of the charity website forum rules;

General meetings

10.0

10.1. The charity must hold an annual general meeting every year.

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

10.2.1. In exceptional circumstances an annual general meeting may be delayed for no more than three months provided the next annual general meeting reverts to the agreed schedule. Where an Annual General Meeting has been adjourned it must be reconvened no more than three months after the adjournment was made.

10.2.2. At an annual general meeting the business usually conducted will be the consideration of the statutory financial accounts and balance sheet; the directors' report; the auditor's report, and the fixing of the remuneration of the auditors. Where the charity's auditors are deemed reappointed in accordance with the Act, the directors shall fix the auditors remuneration.

11.0 The directors may call a general meeting at any time. Such a meeting must also be called if not less than five percent of the charity's membership or fifty members, whichever is the lesser, request it in Writing, or otherwise in accordance with the Act.

Notice of general meetings

12.0

12.1. The minimum periods of notice required to hold a general meeting of the charity are:

12.1.1. twenty-one clear calendar days for an annual general meeting or a general meeting or a general meeting called for the passing of a special resolution;

12.1.2. Fourteen clear calendar days for all other general meetings.

- 12.2. 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.
- 12.3. 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 19.
- 12.4. The notice must be given to all the members and to the directors and auditors.
- 13.0 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

14.0

14.1. No business shall be transacted at any general meeting unless a quorum of members is present.

14.2. A quorum of members is:

14.2.1. 15 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

14.3. The authorised representative of a Person(s) as described in the Objects who is under 16 years of age shall be counted in the quorum.

15.0

15.1. If:

15.1.1. a quorum is not present within half an hour from the time appointed for the meeting; or

15.1.2. during a meeting a quorum ceases to be present;

The meeting shall be adjourned to such time and place as the directors shall determine.

15.2. The directors must reconvene the meeting and must give at least seven clear calendar days' notice of the reconvened meeting stating the date, time and place of the meeting.

15.3. 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.

16.0

- 16.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- 16.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 16.3. If there is only one director present and willing to act, he or she shall chair the meeting.
- 16.4. If no director 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.

17.0

- 17.1. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 17.2. 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.
- 17.3. 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.
- 17.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear calendar days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18.0

- 18.1. 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:
 - 18.1.1. by the person chairing the meeting; or
 - 18.1.2. by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 18.1.3. 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.
- 18.2.
 - 18.2.1. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - 18.2.2. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

18.3.

- 18.3.1. 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.
- 18.3.2. 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.

18.4.

- 18.4.1. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 18.4.2. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

18.5.

- 18.5.1. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 18.5.2. 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.
- 18.5.3. The poll must be taken within thirty days after it has been demanded.
- 18.5.4. If the poll is not taken immediately at least seven clear calendar days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.5.5. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 18.5.6. A challenge to the Chair at any annual or other general meeting must result in the Chair being vacated to another director or a member by the agreement on a show of hands of members present, who will then request that a motion based on the challenge be read out to the meeting. When this has been done the Acting Chair will call for a vote, on that motion from the members present. If the vote goes against the motion then the Chairperson can resume the Chair. If however the vote supports the motion then depending on the severity of the issue the Chair should seriously consider if they truly represent the wishes of the members and may vacate the Chair.

Content of proxy notices

19.0

- 19.1. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –
- 19.1.1. states the name and address of the member appointing the proxy;
 - 19.1.2. identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 19.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 19.1.4. 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.
- 19.2. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.3. 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.
- 19.4. Unless a proxy notice indicates otherwise, it must be treated as –
- 19.4.1. 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
 - 19.4.2. 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.
- 19.5. The auditor or reporting accountant has the right to attend and speak at general meetings.

Delivery of proxy notices

19A.

- 19A.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 provided the proxy has been revoked.
- 19A.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.

- 19A.3 a notice revoking a proxy appointment only takes effect if it is delivered at the Office or such other place or person as the notice for the meeting shall specify at least 72 hours prior to the general meeting or adjourned meeting to which it relates (excluding any day that is not a working day).
- 19A.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

20.0

- 20.1. 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% or higher where specified specifically) 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:
- 20.1.1. a copy of the proposed resolution has been sent to every eligible member;
 - 20.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75% or higher where specified specifically) of members has signified its agreement to the resolution; and
 - 20.1.3. 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.
- 20.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 21.0 Every member or their valid representative shall have one vote.
- 22.0 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.

Directors

23.0

- 23.1. A director must be a member aged 18 years or older.
- 23.2. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36.

- 23.3. A nominee for directorship must be nominated by two members and must have declared any possible conflicts of interest before being able to;
- 23.3.1 Be nominated for election;
- 23.3.2 Be co-opted by a resolution of the directors;
- 24.0 The number of directors shall be not less than three and not more than eleven
- 25.0 The number of directors shall be varied only by an ordinary resolution.
- 26.0 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 27.0
- 27.1. The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the companies Acts, the articles or any special resolution.
- 27.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 27.3. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

- 28.0 At each annual general meeting those directors who have completed a 3 year term of office must resign and if willing seek re-election.
- 29.0
- 29.1. If a director 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.
- 29.2. No director may serve with re-elections for a period of more than 9 years consecutively and thereafter must not submit for re-election until having been out of office for two years, and for the avoidance of doubt co-option is interpreted as serving.

Appointment and Recruitment of directors

- 30.0 The charity may by ordinary resolution:
- 30.1. appoint a person who is willing to act to be a director and is prepared to disclose any conflicts of interest prior to election;

- 30.1.1 A director will be elected for a term of 3 years where after he/she would need to seek re-election;
- 30.1.2 If he/she has completed 9 years service then clause 29.2 becomes effective;
- 31.0 No person other than a director retiring at the end of a three year term in office may be appointed a director at any general meeting unless;
 - 31.1. he or she is recommended for re-election by the directors; or
 - 31.2. not less than thirty five or more than fifty six clear calendar days before the date of the next meeting and there is a position for a director, the charity is given notice that;
 - 31.2.1. is signed by a member entitled to vote at the meeting;
 - 31.2.2. states the member's intention to propose the appointment of a person as a director;
 - 31.2.3. contains the details that, if the person were to be appointed, the charity would have to file at companies house; and
 - 31.2.4. Is signed by the person who is to be proposed to show his or her willingness to be appointed and has declared any possible conflicts of interest and has the required period of continuous membership.
- 32.0 All members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty eight clear day's notice of any resolution to be put to the meeting to appoint a director other than those retiring at the end of the three year term of office.
- 33.0
 - 33.1. The directors may appoint a person who is willing to act to be a director if they comply with the aforementioned criteria to hold office as a director and have published any conflicts of interested they may have.
 - 33.2. A director appointed by a resolution of the other directors must retire at the next annual general meeting and stand for election to the board at the following AGM for a 3 year period.
 - 33.3. In exercising their legal responsibilities for the recruitment of new trustees the directors will have regard to the advice of the commission.
- 34.0 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

- 35.0 A director shall cease to hold office if he or she:
- 35.1. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 35.2. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 35.3. ceases to be a member of the charity;
- 35.3.1A fails to disclose conflicts of interest on his/her nomination form if required;
- 35.3.2A fails to disclose conflicts of interest when approached by directors prior to being co-opted to the board by resolution of the directors;
- 35.4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 35.5. resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- 35.6. Is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve by a vote that his or her office be vacated.
- 35.7. is removed in general meeting;
- 35.7.1. A general meeting of members of the charity may remove any director before the end of his or her period of office whatever the rest of the Articles of any agreement between the charity and the director may say.
- 35.7.2. A removal can take place only by the members of the charity passing an ordinary resolution saying so. Five per cent of the membership or fifty members, whichever is the lesser, may give notice in writing to the charity of the intention to remove a trustee and or appoint a replacement. At least 28 clear calendar days' notice before the meeting in question must be given to the charity. Once the charity receives such a notice it must immediately send a copy to the director concerned. He or she has the right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. The right to remove a director given under this Article is in addition to, and separate from, rights given under the Act.

Remuneration of directors

36.0 The directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

37.0

37.1. The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

37.2. Any director may call a meeting of the directors.

37.3. The secretary (if any) must call a meeting of the directors if requested to do so by a director.

37.4. Questions arising at a meeting shall be decided by a majority of votes.

37.5. Each director has one vote except the chair. In the case of an equality of votes, the person who is chairing the meeting shall have a casting vote.

37.6. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

38.0

38.1. No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]

38.2. The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater.

38.3. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

39.0 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

40.0

40.1. The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

40.2. If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the directors present may appoint of one of their number to chair that meeting.

40.3. The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

41.0

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

41.1.1. a copy of the resolution is sent or submitted to all the directors eligible vote;
and

41.1.2. A simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

41.2. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors' has signified their agreement.

Delegation

42.0

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

42.2. the directors may impose conditions when delegating, including the conditions that:

42.2.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;

42.2.2. No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

42.3. The directors may revoke or alter a delegation.

42.4. All acts and proceedings of any committees must be fully and promptly reported to the directors.

Declaration of directors' interests

43.0 A director 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 director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

44.0

44.1. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the uncomplicated directors may authorise such a conflict of interests where the following conditions apply:

44.1.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

44.1.2. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

44.1.3. The unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

44.2. In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Validity of directors' decisions

45.0

45.1. Subject to article 46 (2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

45.1.1. who was disqualified from holding office;

- 45.1.2. who had previously retired or who had been obliged by the constitution to vacate office;
- 45.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

- 45.1.4. the vote of that director; and
- 45.1.5. that director being counted in the quorum;

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

- 45.2. Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 44.

Honorary officers

- 46A. The Board may appoint to or remove any person from honorary unpaid offices. All such appointments must be published in the charity magazine, company website and directors annual report.

Seal

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

Minutes

- 47.0 The directors must keep minutes of all:
 - 47.1. appointments of officers made by the directors;
 - 47.2. proceedings at meetings of the charity;
 - 47.3. meetings of directors and committees of directors including:
 - 47.3.1. the names of directors present at the meeting;
 - 47.3.2. the decisions made at the meetings; and
 - 47.3.3. Where appropriate the reasons for the decisions.
 - 47.3.4. The minutes over the previous 12 months shall be published on the charity website and all minutes must be available for inspection at the registered office

or at a single alternative inspection location for any member who gives seven days notice in writing to the Secretary of their intention to inspect.

Accounts

48.0

48.1. The directors 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.

48.2. The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

49.0

49.1. The directors must comply with the requirements of the Charities Act 1993 with regard to the:

49.1.1. transmission of the statements of account to the charity;

49.1.2. preparation of an Annual Report and its transmission to the Commission;

49.1.3. Preparation of an Annual Return and its transmission to the Commission.

49.2. The directors must notify the Commission promptly of any changes to the charity's entry in the Central Register of Charities.

Means of Communication to be used

50.0

50.1. 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.

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

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

51.1. must be in writing: or

51.2. Must be given in electronic form.

52.0

52.1. The charity may give any notice to a member either:

52.1.1. personally; or

52.1.2. by sending it by post in a pre-paid envelope addressed to the member at his or her address; or

52.1.3. by leaving it at the address of the member; or

52.1.4. By giving it in electronic form to the member's address.

52.2. 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 notification from the charity.

53.0 A member present in person at any meeting of the charity shall be deemed to have received notification of the meeting and of the purposes for which it was called.

54.0

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

54.2. 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.

54.3. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

54.3.1. 72 hours after the envelope containing it was posted; or

54.3.2. In the case of an electronic form of communication 48 hours after it was sent.

Indemnity

55.0

55.1. The charity may indemnify a relevant director 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.

55.2. In this article a "relevant director" means any director or former director of the charity.

Rules or bye laws

56.0

56.1. The directors 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 and shall publish them at each annual general meeting for endorsement or otherwise by the members present.

- 56.2. The rules or bye laws may regulate the following matters but are not restricted to them:
- 56.2.1. 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;
 - 56.2.2. the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - 56.2.3. the setting aside of the whole or any part or parts of the premises at any particular time or times or for any particular purpose or purposes;
 - 56.2.4. the procedure at general meetings or meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - 56.2.5. Generally, all such matters as are commonly the subject matter of company rules.
- 56.3. The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 56.4. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 56.5. The rules and 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.

Dissolution

57.0

- 57.1. 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:
- 57.1.1. directly for the objects; or
 - 57.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 57.1.3. To any charity or charities for use for particular purposes that fall within the Objects.

- 57.2. Subject to any such resolution of the members of the charity, the directors 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:
- 57.2.1. directly for the Objects; or
 - 57.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 57.2.3. To any charity or charities for any particular purposes that fall within the Objects.
- 57.3. 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 the article 58 (1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.