

Company number [7534096]

The Companies Act 2006

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

Articles of Association

of

AfriKids

**Interpretation.**

In these Articles:

“the Act” means the Companies Act 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity;

“Charities Act” means the Charities Act 2011;

“the charity” means the company intended to be regulated by these 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;

“members” means a person who is a subscriber to the memorandum of the charity or who is admitted to membership in accordance with the Articles;

“officers” includes the Trustees and the secretary;

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

“secretary” means where appointed, the secretary of the charity or any other person appointed to perform the duties of the secretary of the charity, including a joint, assistant or deputy secretary;

“the Trustees” means the directors of the charity. The Trustees are charity trustees as defined in the Charities Act;

“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 these Articles have the same meaning as in the Act 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.

## **Objects**

1. The charity's objects (the "Objects") are -

to advance the education and relieve the need, sickness and distress of persons, in particular but not exclusively, children, living in the Upper Eastern Region of Ghana or such other regions as the Trustees see fit and anything incidental or conducive to any of those objects.

- (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the charity may only undertake trading activity which is incidental to its charitable objects and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) 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 section 117 of the Charities Act;
  - (d) 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. The charity must comply as appropriate with section 124 of the Charities Act, if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustees only to the extent it is permitted to do so by sub-clause (7) of this Article and provided it complies with the conditions in that sub-clause;
  - (j) to:
    - (i) deposit or invest funds;
    - (ii) employ a professional fund-manager; and
    - (iii) 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;
  - (k) to provide indemnity insurance for the Trustees or any other officer of the charity in relation to any such liability as is mentioned in sub-clause (2) of this Article, but subject to the restrictions specified in sub-clause (3) of the Article;
  - (l) 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;
  - (m) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) The liabilities referred to in sub-clause (1)(k) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director or trustee of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
  - (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

- (iii) liabilities to the charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.
  - (b) There is excluded from sub-clause (2)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.
- (4) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (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) Subject to the restrictions in sub-clause (4), a Trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense.
  - (c) A Trustee may receive an indemnity from the charity in the circumstances specified in Article 44.
- (5) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee receiving:
- (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.
- (6) No Trustee may:
- (a) buy any goods or services from the charity except in so far as that is permitted in accordance with and subject to the conditions in section 185 of the Charities Act;
  - (b) sell goods, services, or any interest in land to the charity;
  - (c) receive any other financial benefit from the charity; unless:
    - (i) the payment is permitted by sub-clause (7) of this Article, does not exceed an amount that is reasonable in all the circumstances, and

- does not result in a majority of the Trustees having received a financial benefit from the charity; or
- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (7) (a) (i) A Trustee may receive a benefit from the charity in the capacity of employee of the charity.
- (ii) A Trustee may receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (iii) A Trustee may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act.
- (iv) A Trustee may receive interest on money lent to the charity at a reasonable and proper rate which must be 20% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- (v) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
- (vi) A Trustee may receive rent for premises let by the Trustee to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Trustee shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vii) The Trustees may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act.
- (b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
- (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;

- (iv) a director; or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 10% of the issued capital.
- (8) In sub-clauses (2)-(5) of this Article 1(8):
- (a) “charity” shall include any company in which the charity:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the Board of the company;
  - (b) “Trustee” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.
- (9) 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;
  - (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- (10) The liability of the members is limited.

**Winding up.**

- 2 (1) On the winding up or dissolution of the charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the **Charity’s remaining assets**) shall not be paid or distributed to the members (except to a member that is itself a charity and qualifies to benefit under this Article) but shall be applied or transferred:
- (a) directly for one or more of the Objects;

- (b) to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for particular purposes falling within the Objects.
- (2) The decision on who is to benefit from the charity's remaining assets, pursuant to Article 2 (1), may be made by resolution of the members at or before the time of winding up or dissolution and, subject to any such resolution of the members, may be made by resolution of the Trustees at or before the time of winding up or dissolution.
- (3) In the event that no resolution is passed by the members or by the Trustees in accordance with this Article, the charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.

#### **Liability of Members.**

- 3 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
- (a) payment of the charity's debts and liabilities contracted before they cease to be a member,
  - (b) payment of the costs, charges and expenses of the winding up, and
  - (c) adjustment of the rights of the contributories among themselves.

#### **Members.**

- 4 (1) 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.
- (2) (a) The Trustees may refuse an application for membership for any reason.
- (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.
- (3) Membership is not transferable to anyone else.
- (4) The Trustees must keep a register of names and addresses of the members.



### **Termination of Membership.**

- 5 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 due 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 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.

### **Annual General Meetings.**

- 6
- (1) The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.
  - (2) Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Trustees shall think fit.
  - (3) The business at an annual general meeting shall include:
    - (a) the consideration of the accounts, balance sheets, reports of the Trustees and auditors;
    - (b) the retirement, appointment or re-appointment of Trustees in accordance with Article 25; and
    - (c) the appointment of the auditors.

### **Notice of general meetings.**

- 7
- (1) The Trustees may call a General Meeting at any time.
  - (2) The minimum periods of notice required to hold a general meeting of the charity are fourteen clear days for all other general meetings.
  - (3) 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 who together hold not less than 90 percent of the total voting rights.

- (4) 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 Article 13 of these Articles.
- (5) The notice must be given to all the members and to the Trustees and auditors.

8 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.**

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present.
  - (2) A quorum is three (3) members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
  - (3) The authorised representative of a member organisation shall be counted in the quorum.
  - (4) 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.
  - (5) 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.
  - (6) 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.
- 10 (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.
- 11 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 12 (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 two 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 but the number or proportion of votes cast need not be recorded.
- (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.

**Proxies: appointment and voting.**

- 13 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

*"AfriKids.....*

I/We, ..... of ....., being a member/members of the above-named charity, hereby appoint ..... of ..... failing him/her, ..... of..... as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20....., and at any adjournment thereof.

Signed on ..... 20.....".

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) -

*"AfriKids.....*

I/We, ..... of ....., being a member/members of the above-named charity, hereby appoint ..... of ..... failing him/her, ..... of..... as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on ..... 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against

Resolution No. 2 \*for \*against.

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from

voting.

Signed this ..... day of ..... 20.....”.

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Trustees) may be lodged with the charity as follows:
- (i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (ii) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
    - (a) in the notice convening the meeting, or
    - (b) in any instrument of proxy sent out by the charity in relation to the meeting, or
    - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - (iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any Trustee.
- (5) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses (4) shall be invalid.
- (6) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
- (i) its registered office, or
  - (ii) at such other place at which the instrument of proxy was duly deposited,

or

- (iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

**Written resolutions.**

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

**Votes of members.**

- 15 Subject to Article 4, every member, whether an individual or an organisation shall have one vote.
- 16 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.
- 17
  - (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 nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee 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 nominee 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 nominee has been properly appointed by the organisation.

**Trustees.**

- 18
  - (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 26.

- 19 The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 20 The Trustees shall be those persons notified to Companies House from time to time.
- 21 A Trustee may appoint an alternate trustee or anyone to act on his or her behalf at meetings of the Trustees.

**Powers of Trustees.**

- 22 (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 Act, these Articles or any special resolution.
- (2) No alteration of the these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

**The Appointment of Trustees.**

- 23 The charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
- 24 The Trustees may appoint a person who is willing to act to be a Trustee.

**Retirement of Trustees.**

- 25 (1) At every annual general meeting the following Trustees shall retire from office, but may, subject to this Article 25, offer themselves for reappointment by the members:
- (a) one-third, or, if their number is not divisible by three, the number nearest to one-third, of the Trustees who are to retire by rotation under Article 25 (2); and
- (b) any Trustee appointed under Article 23 since the previous annual general meeting.
- (2) A Trustee is appointed by terms. Each term is three years and membership can be renewed up to a maximum of nine year's service. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots. A Trustee appointed under Article 23 shall not be taken into account in determining the Trustees who are to retire by rotation.
- (3) Other than a Trustee retiring under Article 25 (1)(a), no person may be appointed a Trustee at any general meeting unless:

- (a) that person is recommended by the Trustees; or
- (b) not less than 14 nor more than 35 clear days before the date of the meeting, the charity has received a notice, signed by a member entitled to vote at the meeting, which:
  - (i) indicates the member's intention to propose the appointment of a person as a Trustee;
  - (ii) states the details of that person which, if they were appointed, would be required to be recorded in the charity's register of directors; and
  - (iii) is signed by the person to be proposed to show their willingness to be appointed.
- (4) All those who are entitled to receive notice of a general meeting shall, not less than seven nor more than 28 clear days before the date of the meeting, be given notice of any proposal to appoint or reappoint a Trustee at the meeting, whether on the recommendation of the Trustees or because the charity has received notice pursuant to Article 25 (3)(b) , of a member's intention to propose an appointment. The requirement to give notice under this Article 25 (4) shall not apply in the case of a Trustee who is to retire by rotation and seek reappointment.
- (5) No Trustee shall serve for more than nine consecutive years, unless the Trustees consider it would be in the best interests of the Charity for a particular Trustee to continue to serve beyond that period and that Trustee is reappointed in accordance with the Articles.
- (6) 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.

**Disqualification and removal of Trustees.**

26 A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a director;
- (2) is disqualified from acting as a Trustee by virtue of the Charities Act (or any statutory re-enactment or modification of that provision);
- (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 all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.



**Trustees' remuneration.**

- 27 The Trustees must not be paid any remuneration unless it is authorised by Article 1(7) of the Articles.

**Proceedings of Trustees.**

- 28 (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- 29 (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.
- (2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- (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.
- 30 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 31 (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 these Articles or delegated to him or her by the Trustees.
- 32 (1) A resolution in writing agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and

- (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (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.**

- 33 (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:
- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - 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.
- 34 A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. 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).
- 35 (1) Subject to Article 35(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum;

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

- (2) Article 35(1) does not permit a Trustee 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 35(1), the resolution would have been void, or if the Trustee has not complied with Article 34.

#### **Seal.**

- 36 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 or by a second Trustee.

#### **Minutes.**

- 37 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:
    - the names of the Trustees present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate the reasons for the decisions.

#### **Accounts.**

- 38 (1) The Trustees must prepare for each financial year accounts as required by the Act. 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 Act.

#### **Annual Report and Return and Register of Charities.**

- 39 (1) The Trustees must comply with the requirements of the Charities Act with regard to:
- (a) the transmission of the statements of account to the charity;

- (b) the preparation of an Annual Report and its transmission to the Commission;
  - (c) the 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.
- 40 Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
  - (2) must be given using electronic communications.
- 41 (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 using electronic communications to the member's address.
- (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.
- 42 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.
- 43 (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 a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A 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 communication, 48 hours after it was sent.

**Indemnity.**

- 44 The charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of

trust in relation to the charity.

**Rules.**

- 45 (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 Act or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Trustees by majority vote or 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.