

**A**

**Registered No. 02553293**

**ARTICLES OF ASSOCIATION**

**of**

**NATIONAL CENTRE FOR CIRCUS ARTS**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**(Articles adopted on 15 October 2013)**

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Interpretation**

In the articles, unless the context requires otherwise:

“articles” means the charity’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 32;

“chairman of the meeting” has the meaning given in article 15;

“charity” means National Centre for Circus Arts, a company incorporated in England under registered number 02553293;

“clear days” in relation to a period of a notice means a period excluding:

(i) the day when the notice is given or deemed to be given; and

(ii) the day for which it is given or on which it is to take effect;

“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), in so far as they apply to the charity;

“deputy chairman” has the meaning given in article 32;

“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;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a trustees’ meeting, has the meaning given in article 38;

“proxy notice” has the meaning given in article 17;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Term” means a period of three consecutive years;

“trustee” means a trustee (also a director) of the charity. The trustees are charity trustees as defined by section 177 of the Charities Act 2011 and include any person occupying the position of trustee, by whatever name called; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the charity.

## **2. Liability of members**

2.1 The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (A) payment of the charity’s debts and liabilities contracted before he ceases to be a member;
- (B) payment of the costs, charges and expenses of winding up; and
- (C) adjustment of the rights of the contributories among themselves.

## PART 2

### OBJECTS AND POWERS

#### 3. Objects

The objects for which the charity is established (the “**Objects**”) are:

to advance the education of the public in the Arts and to advance the Arts, in each case with particular but not exclusive reference to the Circus Arts.

#### 4. Powers

4.1 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 charity has power:

- (A) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity 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 sections 117 and 122 of the Charities Act 2011;
- (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 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;
- (E) to cooperate 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;
- (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 trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

- (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 in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (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 present, promote, organise, provide, manage and produce, films, broadcasts, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on any premises of the charity or elsewhere;
- (N) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects;
- (O) to construct, maintain and alter any buildings or erections necessary for the work of the charity;
- (P) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the charity any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects;
- (Q) to do all such other lawful things as shall further any or all of the above objects.

## **5. Application of income and property**

- 5.1 The income and property of the charity shall be applied solely towards the promotion of the objects.
- 5.2 A trustee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the charity.
- 5.3 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.

- 5.4 A trustee may receive an indemnity from the charity in the circumstances specified in article 46.
- 5.5 Subject to article 6, 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. In accordance with article 8, all members are also to be trustees and will therefore be able to receive benefits and payments in accordance with article 6.

**6. Benefits and payments to charity trustees and connected persons**

6.1 No trustee or connected person may:

- (A) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (B) sell goods, services, or any interest in land to the charity;
- (C) be employed by, or receive any remuneration from, the charity;
- (D) receive any other financial benefit from the charity;

unless the payment is permitted by paragraph 6.2 of this article, or authorised by the court or the Commission.

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

6.2 Scope and powers permitting trustees’ or connected persons’ benefits:

- (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.
- (C) Subject to paragraph 6.3 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.

6.3 The charity and its trustees may only rely upon the authority provided by paragraph 6.2(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 the charity or its trustees (as the case may be) and 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 with 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 this article 6.

6.4 In paragraphs 6.2 and 6.3 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 50.

## **7. Conflicts of interests**

- 7.1 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 charity 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).
- 7.2 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.
- 7.3 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.

## **PART 3**

### **MEMBERS**

## **8. Applications for membership**

No person shall become a member of the charity unless:

- (A) that person has completed an application for membership in a form approved by the trustees;
- (B) the trustees have approved the application;
- (C) at the same time or as soon as reasonably practicable thereafter that person also becomes a trustee; and
- (D) that person is an individual.

## **9. Termination of membership**

9.1 Membership is not transferable.

9.2 A person's membership terminates when:

- (A) that person dies;
- (B) that person resigns by written notice to the charity provided that the person gives not less than 7 days' notice to the charity in writing.
- (C) any sum due from that person to the charity is not paid in full within six months of it falling due;
- (D) that 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:
  - (i) 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;
  - (ii) 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; or
- (E) that person ceases to be a trustee.

## **10. General meetings**

10.1 The charity shall not be required to hold an annual general meeting. Unless a matter requires the authority of the members under any provision under these articles or as a matter of law, the management and governance of the charity shall be dealt with at the trustees' meetings to be held in accordance with article 37.

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

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

11.1 The minimum period of notice required to hold a general meeting of the charity is fourteen clear days.

11.2 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.

11.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. 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 17 of these articles.

- 11.4 The notice must be given to all the members and to the trustees and auditors.
- 11.5 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.

## **12. Proceedings at general meetings**

- 12.1 A person is able to exercise the right to vote at a general meeting when:
- (A) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (B) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 12.2 The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 12.3 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 12.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

## **13. Quorum for general meetings**

- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A quorum for a general meeting is one third of the members (rounded up to the nearest whole person) at the time of the general meeting.

## **14. Adjournment**

### **Adjournment where a quorum is not present**

- 14.1 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.

- 14.2 The trustees must reconvene a meeting adjourned under article 14.1 and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.3 If no quorum is present at a meeting reconvened under article 14.2 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.

#### **Adjournment of a quorate meeting by resolution**

- 14.4 The members present in person or by proxy at a quorate meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.5 The person who is chairing a meeting that is adjourned under article 14.4 must decide the date, time and place at which it is to be reconvened unless those details are specified in the resolution.
- 14.6 No business shall be conducted at a meeting reconvened under article 14.5 unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.7 If a meeting is adjourned under article 14.4 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.

#### **15. Chairing general meetings**

- 15.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees. The person so appointed is known as the chairman of the meeting.
- 15.2 The deputy chair of general meetings shall be the person who has been appointed as deputy chair of the meetings of the trustees.
- 15.3 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.
- 15.4 If there is only one trustee present and willing to act, he or she shall chair the meeting.
- 15.5 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.

#### **16. Method of voting**

16.1

- (A) 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:

- (i) by the person chairing the meeting;
- (ii) by at least two members present in person or by proxy and having the right to vote at the meeting; or
- (iii) 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.

## 16.2

- (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.

## 16.3

- (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.

## 16.4

- (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.

## 16.5

- (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.

**17. Content of proxy notices**

17.1 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.

17.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

17.3 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.

17.4 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.

**18. Delivery of proxy notices**

18.1 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.

18.2 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.

18.3 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.

18.4 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 appointor’s behalf.

**19. Written resolutions**

19.1 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.

19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

**20. Votes of members**

20.1 Every member shall have one vote.

20.2 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.

**21. Attendance and speaking by non-members**

21.1 The chairman of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.

**22. Amendments to resolutions**

22.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (A) notice of the proposed amendment is given to the charity in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
- (B) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

22.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (A) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- (B) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

22.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **PART 4**

### **TRUSTEES**

#### **23. Trustee eligibility**

23.1 To be appointed as a trustee a person:

- (A) must be a natural person aged 16 years or older; and
- (B) must not be prevented from acting under the provisions of article 27.

23.2 Unless otherwise determined by a resolution of the trustees, the minimum number of trustees shall be twelve and the maximum number of trustees shall be twenty four.

23.3 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

#### **24. Powers of trustees**

24.1 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.

24.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

24.3 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.

#### **25. Re-election of trustees**

25.1 Each trustee shall retire and be subject to re-election following the end of each Term in office.

25.2 If a trustee is required to retire in accordance with article 25.1, the retirement and, if appropriate, any re-election shall take effect upon the conclusion of the first trustee meeting to be held after the expiry of the Term.

25.3 A trustee shall serve no more than three Terms.

## **26. Appointment of trustees**

- 26.1 Any person who is willing to act as a trustee, and is permitted by law to do so, may be appointed as a trustee by a decision of the trustees.
- 26.2 The trustees may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient in relation to the appointment of trustees.

## **27. Termination of trustee's appointment**

- 27.1 A person shall cease to hold office as a trustee if:
- (A) that person ceases to be a trustee by virtue of any provision of the Companies Acts or is prohibited from being a trustee by law;
  - (B) a bankruptcy order is made against that person;
  - (C) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (D) a registered medical practitioner who is treating that person gives a written opinion to the charity stating that that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - (E) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (F) notification is received by the charity from that person that he or she is resigning from office and such resignation has taken effect in accordance with its terms provided that at least the minimum number of trustees specified in article 23.2 will remain in office when the resignation takes effect;
  - (G) that person 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);
  - (H) that person ceases to be a member of the charity; or
  - (I) that person is absent without the permission of the trustees:
    - (i) from three or more consecutive meetings of the trustees; or
    - (ii) from more than 50 per cent of the meetings of the trustees in any 12 month period;

and the trustees resolve that his or her office be vacated.

**28. Trustees' remuneration**

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

**29. Trustees to take decisions collectively**

The general rule about decision-making by trustees is that any decision of the trustees must be either a majority decision at a meeting or a decision taken in accordance with article 30.

**30. Unanimous decisions**

30.1 A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the 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 duly convened and held.

30.2 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.

**31. Quorum for trustees' meetings**

31.1 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, except a decision to call another meeting. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with other participants.

31.2 The trustees may from time to time decide upon the number of trustees required for a meeting to be quorate, but unless otherwise stated it is the greater of:

(A) four; or

(B) one third of the trustees (rounded up to the nearest whole person).

31.3 If the number of trustees in office is less than the number fixed as the minimum in article 23.2, the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting.

31.4 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.

**32. Chairing of trustees' meetings**

32.1 The trustees shall appoint a trustee to chair their meetings. The person so appointed for the time being is known as the chairman.

32.2 The chairman shall be subject to re-election at the end of each Term. A trustee shall serve no more than two Terms as chairman, provided that the trustees may appoint a



trustee to serve a further year as chairman (in addition to two Terms already served) in exceptional circumstances.

- 32.3 The trustees shall appoint a trustee as deputy chair for their meetings. The person so appointed for the time being is known as the deputy chairman.
- 32.4 The deputy chairman shall be subject to re-election at the end of each Term. A trustee shall serve no more than two Terms as deputy chairman.
- 32.5 The trustees may terminate the chairman's or deputy chairman's appointment at any time.
- 32.6 If the chairman is not participating in a trustees' meeting within ten minutes of the time at which it was due to start, the meeting shall be chaired (in order of preference) by:
- (A) the deputy chairman;
  - (B) the chairman of the finance committee (if any);
  - (C) the chairman of the audit committee (if any);
  - (D) the chairman of the remuneration and nomination committee (if any); or
  - (E) a trustee appointed by the participating trustees to chair it.

### **33. Casting vote**

- 33.1 If the numbers of votes for and against a proposal are equal, the chairman or other trustee chairing the meeting has a casting vote.
- 33.2 Article 33.1 does not apply if, in accordance with the articles, the chairman or other trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **34. Delegation**

- 34.1 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.
- 34.2 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.
- 34.3 The trustees may revoke or alter a delegation.

- 34.4 All acts and proceedings of any committees must be fully and promptly reported to the trustees.

### **35. Committees**

- 35.1 The trustees shall adopt a governance structure for the charity, which may include any committees that the trustees deem necessary.
- 35.2 Committees to which the trustees delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by trustees.
- 35.3 The trustees may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### **36. Validity of trustees' decisions**

- 36.1 Subject to article 36.2, 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 constitution to vacate office; or
  - (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.

- 36.2 Article 36.1 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 36.1, the resolution would have been void, or if the trustee has not complied with article 7.1.

### **37. Calling trustees' meetings**

- 37.1 The charity shall hold at least 4 trustee meetings in any calendar year.
- 37.2 In addition to article 37.1, the chairman may decide to call a trustees' meeting by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice.

37.3 Notice of any trustees' meeting must indicate:

- (A) its proposed date and time;
- (B) where it is to take place; and
- (C) if it is anticipated that trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

37.4 Notice of a trustees' meeting must be given to each trustee, but need not be in writing.

37.5 Notice of a trustees' meeting need not be given to trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **38. Participation in trustees' meetings**

38.1 Subject to the articles, trustees participate in a trustees' meeting, or part of a trustees' meeting, when:

- (A) the meeting has been called and takes place in accordance with the articles, and
- (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

38.2 In determining whether trustees are participating in a trustees' meeting, it is irrelevant where any trustee is or how they communicate with each other.

38.3 If all the trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **39. Records of decisions to be kept**

The trustees must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the trustees.

## PART 5

## MISCELLANEOUS

**40. Seal**

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) a trustee; and
- (B) the company secretary (if any) or a second trustee.

**41. Minutes**

The trustees must keep minutes of all:

- (A) appointments of officers made by the trustees;
- (B) proceedings at general meetings of the charity; and
- (C) meetings of the trustees and committees of trustees including:
  - (i) the names of the trustees present at the meeting;
  - (ii) the decisions made at the meeting; and
  - (iii) where appropriate the reasons for the decisions.

**42. Accounts**

42.1 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.

42.2 The trustees must keep accounting records as required by the Companies Acts.

**43. Provision for employees on cessation of business**

The trustees may decide to make provision for the benefit of persons employed or formerly employed by the charity or any of its subsidiaries (other than a trustee or former trustee or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the charity or that subsidiary.

**44. Annual report and return and Register of Charities**

44.1 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.

44.2 The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

**45. Means of communication to be used**

45.1 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.

45.2 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.

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

- (A) must be in writing; or
- (B) must be given in electronic form.

45.4 The charity may give any notice to a member either:

- (A) personally;
- (B) by sending it by post in a prepaid envelope addressed to the member at his or her address;
- (C) by leaving it at the address of the member;
- (D) by giving it in electronic form to the member's address; or
- (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.

- 45.5 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.
- 45.6 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.
- 45.7 Proof that:
- (A) an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (B) 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.
- 45.8 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.

#### **46. Indemnity**

- 46.1 The charity may indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 46.2 In this article a 'relevant trustee' means any trustee or former trustee of the charity.

#### **47. Rules**

- 47.1 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.
- 47.2 The bye laws may regulate the following matters but are not restricted to them:
- (A) the admission of members of the charity 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 these articles;
- (E) generally, all such matters as are commonly the subject matter of company rules.

47.3 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.

#### **48. Disputes**

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.

#### **49. Dissolution**

If upon the winding up or dissolution of the charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the charity, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the charity, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the charity under or by virtue of article 5 hereof such institution or institutions to be determined by the members of the company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Commission.

#### **50. Interpretation of 'connected person'**

In articles 6, 7.3 and 36.2 'connected person' means:

- (A) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (B) the spouse or civil partner of the trustee or of any person falling within (A) above;
- (C) a person carrying on business in partnership with the trustee or with any person falling within (A) or (B) above;
- (D) an institution which is controlled –
  - (i) by the trustee or any connected person falling within (A), (B), or (C) above; or
  - (ii) by two or more persons falling within (D)(i) when taken together;
- (E) a body corporate in which –

- (i) the trustee or any connected person falling within (A) to (C) has a substantial interest; or
- (ii) two or more persons falling within (E)(i) who, when taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.



INDEX TO THE ARTICLES

**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

1. Interpretation
2. Liability of members

**PART 2**

**OBJECTS AND POWERS**

3. Objects
4. Powers
5. Application of income and property
6. Benefits and payments to charity trustees and connected persons
7. Conflicts of interests

**PART 3**

**MEMBERS**

8. Applications for membership
9. Termination of membership
10. General meetings
11. Notice of general meetings
12. Proceedings at general meetings
13. Quorum for general meetings
14. Adjournment
15. Chairing general meetings
16. Method of voting
17. Content of proxy notices
18. Delivery of proxy notices

19. Written resolutions
20. Votes of members
21. Attendance and speaking by non-members
22. Amendments to resolutions

**PART 4**

**TRUSTEES**

23. Trustee eligibility
24. Powers of trustees
25. Re-election of trustees
26. Appointment of trustees
27. Termination of trustee's appointment
28. Trustees' remuneration
29. Trustees to take decisions collectively
30. Unanimous decisions
31. Quorum for trustees' meetings
32. Chairing of trustees' meetings
33. Casting vote
34. Delegation
35. Committees
36. Validity of trustees' decisions
37. Calling trustees' meetings
38. Participation in trustees' meetings
39. Records of decisions to be kept

**PART 5**

**MISCELLANEOUS**

40. Seal
41. Minutes
42. Accounts
43. Provision for employees on cessation of business
44. Annual report and return and Register of Charities
45. Means of communication to be used
46. Indemnity
47. Rules
48. Disputes
49. Dissolution
50. Interpretation of 'connected person'