

No. 3062567

THE COMPANIES ACT 1985  
Amended in 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM  
and  
ARTICLES OF ASSOCIATION

- of -

**ESSEX COMMUNITY FOUNDATION**

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Incorporated the 30th day of May 1995

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25 July 2002 – Articles Amended at EGM  
16 November 2006 – Articles Amended at AGM  
26 November 2009 – Articles amended at AGM





COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

- of -

**ESSEX COMMUNITY FOUNDATION**

1. The name of the Company ("the Company") is "ESSEX COMMUNITY FOUNDATION" and in this document is called the charity
2. The registered office of the Charity is to be situated in England.
3. The charity's objects (the Objects) are
  - 1 the promotion of any charitable purposes for the benefit of the community in the county of Essex and its immediate neighbourhood
  - 2 other exclusively charitable purposes in the United Kingdom and elsewhere which are, in the opinion of the trustees, beneficial to the community with a preference for those in the area of benefit
4. 1 In addition to any other powers it may have, the charity has the following powers to further the Objects (but not for any other purpose)
  - a) to assist financially or otherwise any individual, body, trust, association or organisation, whether incorporated or not, for purposes which are charitable by the law of England and Wales
  - b) to assist financially or otherwise any individual, body, trust, association or organisation for the purposes of relieving those who are injured or bereaved, or are in need, and for other charitable purposes connected with, or arising out, of an event deemed to be a disaster in Essex

- c) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them
- d) to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use
- e) 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 of 2006
- f) 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 sections 38 and 39 of the Charities Act as amended by the Charities' Act 2006, if it wishes to mortgage land
- g) to take and accept any gift of money, property or other assets (including money being paid under deed of covenant and trusts or as a loan) given for purposes that are exclusively charitable and for the benefit of the community
- h) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with relevant statutory regulations
- i) to
  - (i) deposit or invest funds, including the operations of bank accounts:
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or the 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 of 2000:
  - iv) to review the use of professional fund managers at periodic intervals to be determined by trustees
- j) To subscribe to, accept or otherwise acquire and hold shares, stock, debentures or other securities or interests in any company with the intention of directly benefiting the charity provided always that appropriate professional advice is sought before making such subscription or acquisitions
- k) to undertake and execute charitable trusts

- l) 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 so do so by clause 5 and provided it complies with the conditions of that clause
  - m) to acquire, merge with, or to enter into partnership or joint venture arrangement with, any other charity formed for any of the Objects
  - n) to appoint a President, Vice President and Patrons and such other honorary officers for a period of time and subject to such privileges and conditions that the trustees consider appropriate
  - o) 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 4.2 of this clause, but subject to the restrictions specified in sub clause 4.3 of the clause
  - p) to do all such other lawful things as are necessary for the achievements of the Objects
  - q) to hold any property which is subject to trusts and/or covenants, the charity shall manage such property as required by the trust deed or covenant
  - r) to expend funds as deemed necessary by the trustees for the efficient management, development and administration of the charity
4. 2 the liabilities referred to in sub-clause (o) above are:
- a) any liability that by virtue of any rule would otherwise attach to a trustee of a charity 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)
4. 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 any 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
5. 1 the income and property of the charity shall be applied solely towards the promotion of the Objects
5. 2 a) a trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses property incurred by him or her when acting on behalf of the charity
- b) subject to the restrictions in sub-clause 3, 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 49
5. 3 none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is 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
- Trustees
5. 4 No trustee may
- a) buy any goods or services from the charity
- 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

- i) the payment is permitted by sub-clause (5) of this clause, and does not exceed an amount that is reasonable in all circumstances, and does not result in a majority of all trustees having received a financial benefit from the charity: or
  - ii) the trustees obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes and, in any event
  - e) any such payment is subject to the approval of the Board of Trustees and must comply with the Charities Act of 1993 as amended by Charities Act of 2006
5. 5 a) a trustee may receive a benefit from the charity in the capacity of a beneficiary of the charity
- i) 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 73A of the Charities Act 1993
  - ii) a trustee may receive interest on money lent to the charity at a reasonable and proper rate which must be (2%) or more per annum below the base rate of a clearing bank to be selected by the trustees
  - iii) A company of which a trustee is a member may receive fees, remuneration or other benefits in money or money's worth provided that
    - i) 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 the company
    - ii) the amount paid or other terms or conditions are reasonable and proper
    - iii) the board of trustees has given approval to all such transactions
  - iv) 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 the Board may require such a trustee to withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
  - v) 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 73F of the Charities Act 1993



5. 5 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 1% of the issued capital
5. 6 in sub-clause 2-5 of this clause 5
- 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
5. 7 if a conflict of interest 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 Memorandum and Articles, the unconflicted trustees may authorise such a conflict of interest 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
  - b) the conflicted trustee does not vote on any such matters 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
6. 1 The liability of the Members is limited

7. 1 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum not exceeding £10 as may be demanded of him or her towards the payments of the debts and liabilities of the charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves
8. 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 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:
- a) directly for the Objects: or
  - b) by transfer to any charity or charities for purposes similar to the Objects: or
  - c) to any charity for use for particular purposes that fall within the Objects
8. 2 Subject to any such resolution of the members of the charity, the trustees of the charity may, at any time before, and in expectation of, its dissolution resolve that any net assets of the charity, after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred:
- a) directly for the Objects: or
  - b) by transfer to any charity or charities for purposes similar to the Objects: or
  - c) to any charity or charities for use for particular purposes that fall within the Objects
8. 3 under 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 is passed by the members or the trustees, the net assets of the charity shall be applied to charitable purposes as directed by the court or the Commission

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JAMES THORNE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

JUDITH LYNNE HILL  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

SOLICITOR

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DATED this 17th day of May 1995

WITNESS to the above signatures:

E FETHERSTON-DILKE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH

THE COMPANIES ACT 1985  
Amended in 2006

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COMPANY LIMITED BY GUARANTEE AND  
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ARTICLES OF ASSOCIATION

- of -

**ESSEX COMMUNITY FOUNDATION**

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(As amended by a Special Resolution passed 21st December 1995)

Interpretation

1 In these articles:

- |                      |   |
|----------------------|---|
| “the 1985 Act”       | means the Companies Act 1985;   |
| “the 2006 Act”       | means the Companies Act 2006;   |
| “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;      |
| “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;   |
| “the Memorandum”     | mean the Memorandum of Association of the charity;  |
| “the directors”      | means the directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993. Directors are referred to as trustees throughout these articles  |
| “officers”           | includes the trustees and the secretary;  |
| “the seal”           | means the common seal of the charity if it has one;   |
| “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 1985 Act or the 2006 Act but excludes 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.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

### **Members**

2. 1 for the purposes of registration, the number of members is unlimited
2. 2 membership is open to other individuals or organisations who:
  - a) apply to the charity in the form required by the trustees; and
  - b) are approved by the trustees
2. 3 a) the trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application
- b) the trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- c) the trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final
2. 4 membership is not transferable to anyone else
2. 5 the trustees must keep a register of names and addresses of the members

### **Classes of Membership**

3. 1 The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
3. 2 The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership
3. 3 the rights attached to a class of membership may only be varied if:
  - a) three-quarters of the members of that class consent in writing to the variation; or
  - b) A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
3. 4 the provisions in these articles about general meetings shall apply to any meeting relating to the variations of the rights of any class of members

#### **Termination of Membership**

4. Membership is terminated if:
  4. 1 the member dies or if an organisation ceases to exist
  4. 2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members
  4. 3 the sum due from the member to the charity is not paid in full within six months of it falling due
  4. 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, in the opinion of the member, the member's representative (who need not be a member of the charity) has been allowed to make representation to the meeting

#### **General Meetings**

5. 1 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
6. 1 The trustees may call a general meeting at any time
6. 2 A general meeting shall be held for the following purposes
- a) to receive from the trustees a full statement of account, pursuant to Article 43
  - b) to receive from the trustees a report of the activities of the charity since the previous annual general meeting;
  - c) to allow the present trustees to stand down from office;
  - d) to elect trustees pursuant to Article 26;
  - e) to appoint the charity's auditors; and
  - f) to transact such other business as may be brought before it.

#### **Notice of General Meetings**

7. 1 The minimum periods of notice required to hold a general meeting of the charity are:
- Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution
  - Fourteen clear days for all other general meetings
7. 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 who together hold not less than 90% of the total voting rights
7. 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 14 of these articles
7. 4 The notice must be given to all members and to the trustees and auditors

8. 1 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
9. 2 A quorum is
  - Ten members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or:
  - One tenth of the total membership at the time whichever is the greatest
9. 3 The authorised representative of a member organisation shall be counted in the quorum
10. 1 a) If:  
a quorum is not present within half an hour from the time appointed for the meeting
- b) the meeting shall be adjourned to such time and place as the trustees shall determine
10. 2 The trustees must reconvene the meeting and must give at least seven clear day's notice of the reconvened meeting stating the date, time, place of the meeting
10. 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
11. 1 General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees
11. 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
11. 3 If there is only one trustee present and willing to act, he or she shall chair the meeting
11. 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 members to chair the meeting
12. 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

12. 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
12. 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
12. 4 If a meeting is adjourned by a resolution of the member for more than seven days, at least seven days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
13. 1 Any vote at a meeting shall be decided by a show of hands unless before, or on 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 members having the right to vote at the meeting
13. 2 a) The declaration by the person who is chairing the meeting of the result of the 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
13. 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
13. 4 a) 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
- b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

13. 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**

14. 1 Any member is entitled to appoint another person as 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 but no individual may have more than 2 proxy votes at any one time
14. 2 The appointment shall be executed by or on behalf of the appointer 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)

14. 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

Essex Community Foundation :  
We/1 ..... of ...being a member/members of the above named charity hereby appoint ..... of ..... or 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

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

14. 4 Signed this ..... day of .....20..  
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 written communication, it must 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 relations 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 proposed 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
14. 5 an appointment of proxy which is not deposited, delivered or received in a manner described in sub-clause 4 shall be invalid
14. 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
  - iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

#### **Written Resolutions**

15. 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 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**

16. 1 subject to Article 3, every member, whether an individual or an organisation shall have one vote
17. 1 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
18. 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
18. 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
18. 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 – as directors of the charity**

19. 1 A trustee must be a natural person aged 16 years or over (rather than a company)
19. 2 No one may be appointed as a trustee if he or she would be disqualified from acting under the provisions of Article 30
20. 1 The number of trustees shall be not less than three but (unless varied by an ordinary resolution) shall be subject to a maximum of fifteen
21. 1 A trustee may not 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 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution

22. 2 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect or invalidate any prior act of the trustees
22. 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

### **Retirement**

23. 1 The trustees to retire by rotation shall be those who have been longest in office since their appointment. If any trustees became or were appointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
23. 2 If a trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting

### **The Appointment of Trustees**

24. 1 The charity may by ordinary resolution at the annual general meeting
- appoint a person who is willing to be a trustee
  - determine the rotation in which any additional trustees are to retire
24. 2 A trustee shall hold office until the fourth Annual General Meeting following his or her appointment when he or she shall retire from office. A retiring trustee shall be eligible for re-election for a further term of two years and on the expiration of this term for a second term of two years. No Trustee shall be eligible for re-election for a third consecutive term of two years.
25. 1 The Charity may by ordinary resolution remove any trustee before the expiration of his/her period of office, provided that the said trustee shall have first been given the opportunity in accordance with the rules of natural justice and in accordance with Clause 4 above to make representation before a firm resolution to remove is made and another suitably qualified person is appointed by an ordinary resolution to take his or her place. Any person so appointed shall retain office for the same period as that of the trustee who has been removed
26. 1 no person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless:
26. 2 he or she is recommended for re-election by the trustees

26. 3 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given notice that
- a) The proposal is signed by a member entitled to vote at the meeting
  - b) states the member's intention to propose the appointment of a person as a trustee
  - c) contains the details that, if the person were to be appointed, the charity would have to file the details of that appointment at Companies House; and
  - d) is signed by the person who is proposed to show his or her willingness to be appointed
- 27 1 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a trustee other than a trustee who is to retire by rotation
28. 1 The trustees may appoint any person who is willing to act to be a trustee
28. 2 A trustee appointed by a resolution of the other trustees must retire at the next annual general meeting in order to present him/herself for election. The period they have served shall be taken into account in the calculations of the period set out in clause 24.2
29. 1 The appointment of a trustee, whether by the charity in general meeting or by other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees

#### **Disqualification and removal of trustees**

30. 1 A trustee shall cease to hold office if he or she:
- 30. 2 ceases to be a trustee by virtue of any provision in the Act or is prohibited by law from being a trustee
  - 30. 3 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)
  - 30. 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs



30. 5 resigns as a trustee by notice of the charity (but only if at least two trustees remaining in office when the notice of resignation is to take effect); or
30. 6 is absent without 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**

31. 1 The trustees must not be paid any remuneration unless it is authorised by clause 5 of the memorandum

#### **Proceedings of Trustees**

32. 1 The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles

#### **32. 2 Meetings of trustees refers to meetings of the Board of Trustees that are quorate**

32. 3 Any trustee may call a meeting of trustees

32. 4 The secretary must call a meeting of the trustees if required to do so by a trustee

32. 5 Questions arising at a meeting shall be decided by a majority of votes

33. 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. For the purposes of establishing whether a quorum is present, trustees not physically present may be counted in accordance with clause 33.3.

- 33. 2** The quorum shall be two or the number equal to or exceeding 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 trustees

- 33. 3** Attendance at meetings will be accepted via telephone and or video links provided that the non-present person can hear - and be heard by - all members

33. 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

34. 1 If the number of trustees is less than the number fixed as a quorum, the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting

34. 2 A decision may be taken by trustees outside of the meeting provided that the issue on which the decision is required is limited to the general nature of the business. Such decision may be obtained by electronic communication on the basis of a simple majority of trustees.
35. 1 The trustees shall appoint a trustee to chair their meetings and may at any time revoke such an appointment.
35. 2 The Chair will be appointed by the Board at the first meeting after the annual general meeting. The Chair will thereafter be appointed annually. No person may hold that office for a period exceeding six years.
35. 3 If no one has been appointed to chair meetings of the trustees or the person appointed is unwilling to preside or is not present within ten minutes after the time appointed of the meeting, the trustees present may appoint one of their number to chair that meeting
35. 4 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
36. 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 committees 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
36. 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**

37. 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

37. 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
37. 3 The trustees may revoke or alter a delegation
37. 4 All acts and proceedings of any committees must be fully and promptly reported to the trustees
38. 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 him 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)
39. 1 Subject to paragraph 38.2 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 had been obliged by the constitution to vacate office
  - c) who was not entitled to vote on the matter whether by reason of a conflict of interest or otherwise
  - d) If without:
    - the vote of the trustee; and
    - that trustee being counted in the quorum;the decision has been made by a majority of the trustees at a quorate meeting
39. 2 paragraph 38.1 does not permit a trustee to keep any benefit that maybe conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for paragraph 40 (1) the resolution would have been void, or if the trustees had not complied with article 37.

## **Seal**

40. 1 If the charity has a seal it must only be used by the authority of the trustees or a committee of trustees authorised by the trustees. The trustees may decide 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 a second trustee

### **Minutes**

41. 1 The trustees must keep minutes of all:
41. 2 appointments of officers made by the trustees
41. 3 proceedings at meetings of the charity
41. 4 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**

42. 1 The trustees must prepare financial year accounts as required by the 2006 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 Practise
42. 2 The trustees must keep accounting records as required by the 2006 Act.

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

43. 1 The trustees must comply with the requirements of the Charities' Act 1993 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 Charity Commission
43. 2 The trustees must notify the Charity Commission promptly of any changes to the charity's entry on the Central Register of Charities
44. 1 Any notice to be given to or by any person pursuant to the articles
44. 2 must be in writing; or

44. 3 must be given using electronic communications
45. 1 The charity must 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 using electronic communications to the member's address
45. 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
46. 1 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
47. 1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
47. 2 Proof that a notice contained in an electronic communication was sent in accordance with guidance issues by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
47. 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**

48. 1 the charity may indemnify any trustee, officer and staff member against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Charities Act of 2006
48. 2 the charity may indemnify every trustee, officer or staff member 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**

49. 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
49. 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 memberships) and the rights and privileges of such members, and 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 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 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
49. 3 the charity in general meeting has the power to alter, add or to repeal the byelaws
49. 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
49. 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 memorandum or the articles

## **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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SOLICITOR

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SOLICITOR

ROBERT EDWARD FOSTER  
66 Lincoln's Inn Fields  
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SOLICITOR

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DATED this 17th day of May 1995

WITNESS to the above signatures:

E FETHERSTON-DILKE  
66 Lincoln's Inn Fields  
LONDON WC2A 3LH