

**A Company Limited by Guarantee
and not having a share capital**

**Model Memorandum and Articles of Association
for a local support and development organization
and for use by companies Incorporated before 1st October 2009**

This governing document is approved as a Model by the Charity Commission. When applying to the Commission for registration please indicate in the registration application form that the instrument submitted is a model.

*Frances Fox
(Trustee)*

COMPANIES ACTS 1985, 1989 AND 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF VOSCUR

Incorporated on 31st January 2000 and amended by special resolutions passed
on 17th July 2012 and 30th September 2020.

Clauses 1 to 9 of this Memorandum of Association are deemed to have been deleted and transferred as amended to the Articles of Association of the company by virtue of the provisions of section 8 of the Companies Act 2006.

[Reproduced from the original memorandum]

Name, address and signatures:

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BRISTOL.

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

**Articles of Association of Voscur
Incorporated on the 31st January 2000
and amended by special resolution on the 17th July 2012 and 30th September 2020**

Interpretation

1(1) In these Articles:

"the 2006 Act" means the Companies Act 2006;

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

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

"the Articles" means the Charity's Articles of Association;

"the Charity" means the company intended to be regulated by 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 Commissioners for England and Wales;

'connected person' means:

(1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

(4) an institution which is controlled –

(a) by the Trustee or any connected person falling within sub-clause (1), (2), or (3) above; or

(b) by two or more persons falling within sub-clause 4(a), when taken together

(5) a body corporate in which –

(a) the Trustee or any connected person falling within sub clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

(c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting these terms.

"document" includes, unless otherwise specified, any document sent or supplied in electronic form or by electronic means as defined by section 1168 of the 2006 Act;

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

"officers" includes the Trustees and a person appointed as company secretary (if any);

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

"secretary" means the secretary of the Charity or any other person appointed to perform the duties formerly required of a company secretary, including a joint, assistant or deputy secretary and who may but need not be a Trustee;

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

"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.

- 1(2) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Act 2011 but excluding any statutory modification not in force when this constitution becomes binding on the Charity. Apart from this, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Registered Office

- 2 The Charity's registered office is to be situated in England.

Limited liability and guarantee

- 3 The liability of the members is limited. Every member promises, if the Charity is dissolved while they or they is a member or within twelve months after they or they ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of them or them towards the payment of the debts and liabilities of the Charity incurred before they or they 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.

Objects

- 4 The Charity's objects (the Objects) are:

- 4(1) To promote any charitable purposes for the benefit of the public, principally but not exclusively in Bristol and the West and South West of England (hereinafter called the "area of benefit") and, in particular, build the capacity of third sector organisations and provide them with the necessary support, information and services to enable them to pursue or contribute to any charitable purpose.
- 4(2) To promote, organise and facilitate co-operation and partnership working between third sector, statutory and other relevant bodies in the achievement of the above purposes within the area of benefit.
- 4(3) For the purposes of this Article 4:
- "third sector" means charities, voluntary organisations and social enterprises.
 - "charities" are organisations which are established for exclusively charitable purposes in accordance with the law of England and Wales.
 - "voluntary organisations and social enterprises" are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations and social enterprises do not include local government or other statutory authorities.

Powers

- 5(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial 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 Part 7 of the Charities Act 2011;
- (d) to make grants, donations or loans of money and to give or receive guarantees;
- (e) to negotiate, make, accept, discount or otherwise deal in any negotiable instruments;
- (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 Part 7 of the Charities Act 2011 if it wishes to mortgage land;
- (g) to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them;
- (h) to promote or carry out research and publish the useful results;
- (i) to publish and distribute information and hold meetings, lectures and conferences;
- (j) to carry out the objects whether as principal or agent and whether alone or with others;
- (k) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (l) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (m) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (n) 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 12 and provided it complies with the conditions in that Article;
- (o) 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;
- (p) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Article 5(2), but subject to the restrictions specified in Article 5(3);
- (q) to pay out of the funds of the Charity the costs of forming and registering the charity, both as a company and a charity;
- (r) to do all such other lawful things as are necessary for the achievement of the Objects;

- 5(2) The liabilities referred to in Article 5(1)(p) above are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which they or they 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).
- 5(3) (a) The following liabilities are excluded from Article 5(2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from Article 5(2)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or their 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.

Restrictions on use of funds or assets

- 6 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

Dissolution

- 7(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or to any charity for use for particular purposes that fall within the Objects;
- 7(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.
- 7(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

Trustees

- 8(1) A Trustee must be a natural person aged 16 years or older.
- 8(2) No one may be appointed a Trustee if they or they would be disqualified from acting under the provisions of Article 21.
- 8(3) Subject to Article 19, no one may be appointed as a Trustee if they or they is not an Individual Member or an authorised representative of a General Member.
- 9 The number of Trustees shall be not less than five nor more than fifteen unless otherwise determined by ordinary resolution.
- 10 The first Trustees were the subscribers to the memorandum (being individuals) and were those persons notified to Companies House as the first directors of the Charity.
- 11 A Trustee may not appoint an alternate director/trustee or anyone to act on his or them behalf at meetings of the Trustees.

Benefits and payments to charity Trustees and connected persons

12 (1) General provisions

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 sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

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

Scope and powers permitting Trustees' or connected persons' benefits

- (2) (a) A Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the Trustees do not benefit in this way.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a Trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the Trustee or connected person.
- (d) A director 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 director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director 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 director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director 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 directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director 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 them or them 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 directors is present at the meeting.

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

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by Article 12.

(4) In sub-clauses (2) and (3) of this article:

(a) 'charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company.

(b) 'connected person' includes any person within the definition in article 1.1 'Interpretation'.

Powers of Trustees

13(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 2006 Act, the Charities Act 2011, these Articles or any special resolution.

13(2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees

- 13(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.
- 13(4) The Trustees have the right to invite any person to attend their meetings or general meetings of the Charity as an observer without the power to vote.

Trustees' Retirement

- 14 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees.
- 15(1) 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 provided that a retiring Trustee may, if willing to act, offer himself or herself for re-election for up to a maximum of two consecutive terms (of three years per term). After serving two consecutive terms (six years), Trustees are required to stand down for at least one year before offering themselves for re-election again.
- 15(2) If the Charity at a meeting which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.

The Appointment of Trustees

- 16 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Trustee; and
 - determine the rotation in which any additional Trustees are to retire.
- 17 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:
- (1) they or they is recommended for re-election by the Trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or them willingness to be appointed.
- 18 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.
- 19(1) The Trustees may appoint up to two persons who are willing to act, to be Trustees.
- 19(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.
- 20 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed

as the maximum number of Trustees.

Disqualification and removal of Trustees

- 21 A Trustee shall cease to hold office if they or they:
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (3) ceases (or the organisations/they represents ceases) to be a member of the Charity;
 - (4) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Trustees or without acceptable apology from three consecutive Trustees' meetings or meetings of sub-committees held within a period of six consecutive months and the Trustees resolve that his or them office be vacated.
 - (7) is removed from office either under section 168 of the 2006 Act or by a special resolution of the Charity whereupon the Charity may by a special resolution appoint another member in his/them place; but provided that any such person shall hold office for the same period as the removed Trustee would have held, had they or they not been removed.
 - (8) fails to declare an interest as required by Article 29(1) below.

Proceedings of Trustees

- 22(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 22(2) Any Trustee may call a meeting of the Trustees. The Secretary, if any, must call a meeting of the Trustees if requested to do so by a Trustee.
- 22(3) Questions arising at a meeting shall be decided by a majority of votes.
- 22(4) In the case of an equality of votes, the person who chairs the meeting shall have second or casting vote.
- 23 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 24(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 24(2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

- 24(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 25 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 26(1) The Trustees at their first meeting after the Annual General Meeting shall elect the Honorary Officers of the Charity being the Chairperson, Vice-Chairperson and Treasurer and may at any time revoke such appointments. The Chairperson shall chair all meetings unless s/they is unwilling to do so or the Trustees decide otherwise.
- 26(2) If the Chair is absent from a meeting, then the Vice-Chair if willing will preside. If the Vice-Chair is unwilling, then a Trustee present at the meeting may be appointed as chairperson for that meeting. If no Trustee is present or willing to preside within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 27(1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 27(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Delegation

- 28(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.
- 28(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.
- 28(3) The Trustees may revoke or alter a delegation.
- 28(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Conflicts of Interest

Declaration of interests

29 (1) A Trustee must declare the nature and extent of any interest, direct or indirect, which they or they 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 directors in which it is possible that a conflict will arise between his or them duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- (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.

(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.

Validity of Trustees' decisions

30(1) Subject to Article 30(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

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

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

30(2) Article 30(1) does not permit a Trustee to keep any benefit that may be conferred upon them or them by a resolution of the Trustees or of a committee of Trustees if, but for Article 30(1), the resolution would have been void, or if the Trustee has not complied with Article 29.

Members

31(1) The subscribers to the memorandum were the first members of the Charity.

31(2) Membership is open to individuals ("Individual Members") and to not-for-profit organisations ("General Members") who:

- (a) apply to the Charity in the form required by the Trustees; and
- (b) are approved by the Trustees

provided that at no time shall the number of Individual Members exceed one-quarter of the number of General Members.

31(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.

31(3)(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

31(3)(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.

31(4) Membership is not transferable to anyone else.

31(5) The Trustees must keep a register of names and addresses of the members.

Classes of Membership

32(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.

32(2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

32(3) The rights attached to a class of membership may only be varied if three-quarters of all the members in that class entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation.

32(4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

33 Membership is terminated if:

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

General meetings

34(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

34(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

35 The Trustees may call a general meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Trustees to call a general meeting, but if more than 12 months has elapsed since the last general meeting, then 5% of such members can make the request.

Notice of general meetings

36(1) The minimum period of notice required to hold a general meeting of the Charity is fourteen days unless a special resolution is to be considered, in which case the notice period is 21 days.

36(2) A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote.

- 36(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 43.
- 36(4) The notice must be given to all the members and to the Trustees and auditors.
- 37 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

- 38(1) No business shall be transacted at any general meeting unless a quorum is present.
- 38(2) A quorum is:
- 5 members present in person and entitled to vote upon the business to be conducted at the meeting; or
 - one twentieth of the total membership at the time whichever is the greater.
- 38(3) The authorised representative of a General Member shall be counted in the quorum.
- 39(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.
- 39(2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 39(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 40(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- 40(2) If there is no such person or they or they is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- 40(3) If there is only one Trustee present and willing to act, they or they shall chair the meeting.
- 40(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 and entitled to vote must choose one of their number to chair the meeting.
- 41(1) The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned.
- 41(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

- 41(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.
- 41(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

Voting at general meetings

- 42(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 42(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.
- 42(2)(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
- 42(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.
- 42(3)(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.
- 42(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.
- 42(4)(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 42(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
- 42(5)(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.
- 42(5)(c) The poll must be taken within thirty days after it has been demanded.
- 42(5)(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.
- 42(5)(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

Content of proxy notices

- 43 (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 directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as –

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

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

Delivery of proxy notices

(5) 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.

(6) 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.

(7) 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.

(8) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Written resolutions

44

44 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

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

(3) In the case of a member that is an organisation, its authorised representative may signify

its agreement

Votes of members

- 45(1) Subject to Articles 32 , 43 and 45(2) every member, whether an Individual Member or a General Member shall have one vote exercisable either in person or by proxy.
- 45(2) In the event of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting, being either an Individual Member or the authorised representative of a General Member, shall be entitled to a casting vote in addition to any other vote(s) s/they has
- 46 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.
- 47(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.
- 47(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.
- 47(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or them authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Seal

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

Minutes

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

Accounts and Social Audit

- 50(1) The Trustees must prepare for each financial year accounts as required by the Charities Act 2011 and 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 Practice.
- 50(2) The Trustees must keep accounting records as required by the Companies Acts.
- 51(1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

51(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Annual Report and Return and Register of Charities

Means of communication to be used

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

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

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

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

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

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

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

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

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

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

48 hours after the envelope containing it was posted; or
In the case of electronic communication, 48 hours after it was sent

Indemnity

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

Rules

57(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.

57(2) The bye laws may regulate the following matters but are not restricted to them:

- a. the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- b. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- c. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- d. the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
- e. generally, all such matters as are commonly the subject matter of company rules.

57(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

57(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.

57(5) The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Amendments

58(1) No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 7 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Trustees or members of the Charity or persons connected with them, unless the same have been previously submitted to and approved by the Commission.

58(2) No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members.

Disputes

- 59 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.