

The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital

Articles of Association
of
Voluntary Action Arun & Chichester

Registered company No: 05667986

Registered charity No: 1113641

THE COMPANIES ACT 2006
Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
VOLUNTARY ACTION ARUN AND CHICHESTER
(working name VAAC)

**Incorporated on 6th January 2006 and amended by special resolutions on 17th October 2011
and 9th October 2024**

1 INTERPRETATION

1.1 In these Articles:

“Act”	means the Companies Act 2006;
the “Companies Acts”	means the Companies Acts as defined in section 2 of the 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;
“Articles”	means the articles of association of the Charity for the time being in force;
“Business Day”	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
“Charity”	means Voluntary Action Arun and Chichester, which is a charitable company regulated by the Articles;
“Charities Act”	means the Charities Act 2011;
“clear days”	in relation to the period of a notice means a period excluding: (a) the day when the notice is given or deemed to be given; and (b) 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;
“Conflicted Trustee”	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit

from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;

“Connected Person”	means, in relation to a Trustee, a person connected with a director within the meaning of the Act or a person connected with a charity trustee or a trustee for a charity within the meaning of the Charities Act;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form
“electronic form and electronic means”	have the meaning given to such terms in section 1168 of the Act;
“General Member”	means a member of the Charity which is a charity, voluntary group, social enterprise or other not-for-profit organisation;
“Individual Member”	means a member of the Charity who is an individual;
“memorandum”	means the memorandum of association of the Charity;
“officers”	includes the Trustees and a person appointed as company secretary (if any);
“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;
“special resolution”	has the meaning given in section 283 of the Act;
“Trustees”	means the directors of the Charity. The Trustees are charity trustees as defined by section 177 of the Charities Act; and
“United Kingdom”	means the United Kingdom of Great Britain and Northern Ireland;

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act or the Charities Act shall have the same meaning in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an Article is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

- 1.6 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.7 Any phrase introduced by the terms including, include, in particular or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.8 The Model Articles shall not apply to the Charity.

2 REGISTERED OFFICE

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

3 LIMITED LIABILITY AND GUARANTEE

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

4 OBJECTS

- 4.1 The objects of the Charity (the “**Objects**”) are:
 - 4.1.1 To promote any charitable purposes for the benefit of the public, principally but not exclusively in the local government areas of Chichester and Arun and their environs (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, provided that in carrying out this object, the Charity shall pay due regard to the needs of minority or underprivileged groups including ethnic minorities, and the promotion of community cohesion.
 - 4.1.2 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.
- 4.2 For the purposes of this Article 4:
 - 4.2.1 “third sector” means charities, voluntary organisations and social enterprises.
 - 4.2.2 “charities” are organisations which are established for exclusively charitable purposes in accordance with the law of England and Wales.
 - 4.2.3 “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.

5 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):

- 5.1.1 to publish and distribute information on topics including, but not limited to, organisation governance, funding and volunteering;
- 5.1.2 to provide training, including but not limited to online, in person and hybrid training;
- 5.1.3 to host meetings, webinars, workshops and other events;
- 5.1.4 to provide consultancy services;
- 5.1.5 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.6 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.7 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 119-123 of the Charities Act;
- 5.1.8 to make grants, donations or loans of money and to give or receive guarantees;
- 5.1.9 to negotiate, make, accept, discount or otherwise deal in any negotiable instruments;
- 5.1.10 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 124 and 125 of the Charities Act if it wishes to mortgage land;
- 5.1.11 to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them;
- 5.1.12 to promote or carry out research and publish the useful results;
- 5.1.13 to carry out the Objects whether as principal or agent and whether alone or with others;
- 5.1.14 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.15 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- 5.1.16 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.17 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 7 and provided it complies with the conditions in that Article;
- 5.1.18 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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;
- 5.1.19 to provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act; and
- 5.1.20 to do all such other lawful things as are necessary for the achievement of the Objects.

6 APPLICATION OF INCOME AND PROPERTY

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members or the Trustees.
- 6.2 Members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied.
- 6.3 Subject to compliance with Article 8.1, members, Trustees and Connected Persons:
 - 6.3.1 may be paid interest at a reasonable rate on money lent to the Charity;
 - 6.3.2 may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
 - 6.3.3 who are beneficiaries may receive charitable benefits in that capacity on the same terms as any other members of the beneficial class; and
 - 6.3.4 may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

7 BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

- 7.1 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 7.1.1 as mentioned in Articles 5.1.19, 6.3 or 7.2;
 - 7.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 7.1.3 an indemnity pursuant to Article 31 in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 7.1.4 payment to any company in which a Trustee or a Connected Person has no more than a 1% shareholding; or
 - 7.1.5 in exceptional cases, other payments or benefits but only with:
 - (a) the written consent of the Commission in advance where required under the Charities Act; and
 - (b) the approval or affirmation of the members where required under the Act.
- 7.2 No Trustee, or Connected Person, may be employed by the Charity except in accordance with Article 7.1.5, but any Trustee or Connected Person may enter into a contract with the Charity, as permitted by the Charities Act, to supply goods and/or services to the Charity in return for a payment or other material benefit but only if:
 - 7.2.1 the contract is in writing and states the maximum to be paid by the Charity;
 - 7.2.2 the goods and/or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
 - 7.2.3 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods and/or services;
 - 7.2.4 no more than a minority of the Trustees are subject to such a contract in any financial year; and
 - 7.2.5 the Trustee has complied with the procedure set out in Article 8.1.

- 7.3 Articles 6 and 7 may be amended by special resolution, provided that where the result would be to authorise a benefit to a Trustee, member or Connected Person which was not previously authorised under the Articles, it may only be amended with the prior written consent of the Commission.

8 CONFLICTS OF INTEREST

- 8.1 Subject to Article 8.2, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- 8.1.1 declare the nature and extent of their interest at or before discussion begins on the matter;
 - 8.1.2 withdraw from the meeting for that item after providing any information requested by the Trustees;
 - 8.1.3 not be counted in the quorum for that part of the meeting; and
 - 8.1.4 be absent during the vote and have no vote on the matter.
- 8.2 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee:
- 8.2.1 to continue to participate in discussions leading to the making of a decision and to vote, except where a Conflicted Trustee or a Connected Person is to receive any payment or material benefit;
 - 8.2.2 to disclose information confidential to the Charity to a third party; and/or
 - 8.2.3 to take any other action not otherwise authorised, or to refrain from taking any step required to remove the conflict which, in either case, does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit.
- 8.3 A Conflicted Trustee who obtains (other than through his or her position as Trustee) information that is confidential to a third party, shall not be in breach of his or her duties to the Charity if they declare the conflict in accordance with Article 8.1 and then withholds such confidential information from the Charity.
- 8.4 For any transaction or arrangement authorised under Articles 6.3, 7.1 or 7.2, the Trustee's duty under the Act to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Article 8.1 have been followed.

9 DISSOLUTION

- 9.1 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:
- 9.1.1 directly for the Objects; or
 - 9.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 9.1.3 to any charity for use for particular purposes that fall within the Objects;

- 9.2 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:
- 9.2.1 directly for the Objects; or
 - 9.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 9.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 9.3 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.

10 TRUSTEES

- 10.1 A Trustee must be a natural person aged 18 years or older.
- 10.2 No one may be appointed a Trustee if they would be disqualified from acting under the provisions of Article 14.
- 10.3 Subject to Article 13.3, no one may be appointed as a Trustee if they are not an Individual Member or an authorised representative of a General Member.
- 10.4 The number of Trustees shall be not less than five nor more than 15 unless otherwise determined by ordinary resolution.
- 10.5 The composition of the Trustees (and the manner in which they may be nominated and appointed) shall be set out in the "Trustee Appointment and Recruitment Policy", as adopted by the Trustees and amended from time to time.
- 10.6 A Trustee may not appoint an alternate director/trustee or anyone to act on their behalf at meetings of the Trustees.

11 POWERS OF TRUSTEES

- 11.1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the Charities Act, these Articles or any special resolution.
- 11.2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 11.3 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.
- 11.4 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.

12 TRUSTEES' RETIREMENT

- 12.1 Trustees shall be appointed for a term of office of three years, at the end of which they shall retire. Subject to Article 12.2, a Trustee shall be eligible for reappointment for up to two further terms, each of three years.

- 12.2 No Trustee shall serve for more than nine consecutive years, unless in exceptional circumstances the Trustees consider it would be in the best interests of the Charity for a particular Trustee to continue to serve beyond that period and that Trustee is reappointed for one year in accordance with the Articles.
- 12.3 For the avoidance of doubt, the limitation on terms of office of Trustees and the ability to continue beyond such limitation in exceptional circumstances as set out in Articles 12.1 and 12.2 shall apply to the Trustees in post as at the date of adoption of these Articles.

13 THE APPOINTMENT OF TRUSTEES

- 13.1 The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
- 13.2 No person may be appointed or reappointed as a Trustee under Article 13.1 unless they:
- 13.2.1 apply to the Charity in the form required by the Trustees;
 - 13.2.2 are approved in line with the trustee appointment policy agreed by the Trustees from time to time; and
 - 13.2.3 (save for those Trustees who are appointed in accordance with Article 13.3) are appointed at a general meeting of the Charity.
- 13.3 Between each annual general meeting, the Trustees may appoint up to five persons who are willing to act, to be Trustees.
- 13.4 A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting but may re-appointed in accordance with the provisions of these Articles.
- 13.5 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.

14 DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 14.1 A Trustee shall cease to hold office if they:
- 14.1.1 cease to be a Trustee by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
 - 14.1.2 are disqualified from acting as a Trustee by virtue of section 178 of the Charities Act (or any statutory re-enactment or modification of that provision);
 - 14.1.3 cease (or the organisation they represent ceases to be a member of the Charity;
 - 14.1.4 in the written opinion of a registered medical practitioner who is treating the Trustee, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 14.1.5 resign 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);
 - 14.1.6 are 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 their office be vacated
 - 14.1.7 are removed from office either under section 168 of the Act or by a special resolution of the Charity whereupon the Charity may by a special resolution appoint another member in their place; but provided that any such person shall hold office for the same period as the removed Trustee would have held, had they not been removed; or

14.1.8 are removed from office by a resolution of the Trustees that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Trustees are present. Such a resolution must not be passed unless:

- (a) the Trustee has been given at least 14 clear days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed; and
- (b) the Trustee has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Trustees must consider any representations made by the Trustee (or the Trustee's representative) and inform the Trustee of their decision following such consideration.

15 PROCEEDINGS OF TRUSTEES

- 15.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 15.2 The Trustees may call a meeting of the Trustees and the secretary must call a meeting of the Trustees if requested to do so by any three Trustees.
- 15.3 Notice of every meeting shall be sent to each Trustee (other than those for the time being not in the United Kingdom), specifying the place, day and hour of the meeting and the business to be discussed.
- 15.4 Any Trustee may participate and vote in a meeting of the Trustees in person or by means of video conference, telephone or any suitable electronic means agreed by the Trustees and by which all those participating in the meeting are able to communicate with all other participants.
- 15.5 If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 15.6 Questions arising at a meeting shall be decided by a majority of votes.
- 15.7 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.8 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.
- 15.9 The quorum shall be at least 50% of the Trustees who are in office at the time the meeting is held, or such larger number as may be decided from time to time by the Trustees.
- 15.10 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.
- 15.11 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.
- 15.12 The Trustees at their first meeting after the annual general meeting shall elect the Chair, Vice-Chair and Treasurer and may at any time revoke such appointments. The Chair shall chair all meetings unless they are unwilling to do so or the Trustees decide otherwise.
- 15.13 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 chair 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.

- 15.14 A resolution in writing signed by a simple majority of 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. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 15.15 A decision of the Trustees may also be taken if a simple majority of the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees indicate to each other in writing (including via suitable electronic means) that they share a common view on a matter.

16 DELEGATION

- 16.1 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.
- 16.2 The Trustees may impose conditions when delegating, including the conditions that:
- 16.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 16.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 16.3 The Trustees may revoke or alter a delegation.
- 16.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

17 VALIDITY OF TRUSTEES' DECISIONS

- 17.1 Subject to Article 17.2, 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:
- 17.1.1 who was disqualified from holding office;
 - 17.1.2 who had previously retired or who had been obliged by the Articles to vacate office;
 - 17.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- 17.1.4 the vote of that Trustee; and
 - 17.1.5 that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting.
- 17.2 Article 17.1 does not permit a Trustee to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of Trustees if, but for Article 17.1, the resolution would have been void, or if the Trustee has not complied with Article 8.

18 MEMBERS

- 18.1 The subscribers to the memorandum are the first members of the Charity.
- 18.2 Membership is open to Individual Members and General Members (together, the “members”) who:
- 18.2.1 apply to the Charity in the form required by the Trustees; and

18.2.2 are approved in line with the membership policy agreed by the Trustees from time to time;

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

- 18.3 The Trustees may only refuse an application for membership if, acting reasonably and properly and within the terms of the membership policy, they consider it to be in the best interests of the Charity to refuse the application.
- 18.4 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one calendar days of the decision.
- 18.5 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 and shall be final.
- 18.6 Membership is not transferable to anyone else.
- 18.7 The Trustees must ensure that a register of names and addresses of the members is kept.

19 CLASSES OF MEMBERSHIP

- 19.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 19.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 19.3 The rights attached to a class of membership may only be varied if three-quarters of all the members entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation.
- 19.4 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.

20 TERMINATION OF MEMBERSHIP

- 20.1 Membership is terminated if:
 - 20.1.1 the member dies or, if it is an organisation, ceases to exist;
 - 20.1.2 the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
 - 20.1.3 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; or
 - 20.1.4 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 their 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 calendar 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; and

- (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.

21 GENERAL MEETINGS

- 21.1 The Charity must hold an annual general meeting in each year and not more than fifteen months may elapse between successive annual general meetings.
- 21.2 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.
- 21.3 Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable electronic means as the Trustees may decide which provide for all members who are not present together at the same place to be able to communicate with all the other participants simultaneously, to speak and to vote during the general meeting.

22 NOTICE OF GENERAL MEETINGS

- 22.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen calendar days.
- 22.2 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.
- 22.3 The notice must specify the date time and place of the meeting, the general nature of the business to be transacted (including the terms of any proposed special resolution) and the right of members to appoint a proxy under s324 of the Act and Article 25. If the meeting is to be an annual general meeting, the notice must say so.
- 22.4 The notice must be given to all the members and to the Trustees and auditors or independent examiners.
- 22.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

23 PROCEEDINGS AT GENERAL MEETINGS

- 23.1 No business shall be transacted at any general meeting unless a quorum is present.
- 23.2 There is a quorum at a general meeting if the number of members present in person or by proxy or by the duly authorised representative of a General Member, is 10 members.
- 23.3 If:
 - 23.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 23.3.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 23.4 The Trustees must reconvene the meeting and must give at least seven clear calendar days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 23.5 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.
- 23.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- 23.7 If there is no such person 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.
- 23.8 If there is only one Trustee present and willing to act, they shall chair the meeting.
- 23.9 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.
- 23.10 The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned.
- 23.11 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.
- 23.12 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.
- 23.13 If a meeting is adjourned by a resolution of the members for more than seven calendar days, at least seven clear calendar days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

24 VOTING AT GENERAL MEETINGS

- 24.1 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:
- 24.1.1 by the person chairing the meeting; or
 - 24.1.2 by at least two members having the right to vote at the meeting; or
 - 24.1.3 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.
- 24.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 24.3 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.
- 24.4 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.
- 24.5 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.
- 24.6 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.
- 24.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 24.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- 24.9 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.
- 24.10 The poll must be taken within thirty calendar days after it has been demanded.
- 24.11 If the poll is not taken immediately at least seven clear calendar days' notice shall be given specifying the time and place at which the poll is to be taken.
- 24.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 24.13 A vote taken either by a show of hands or by a poll may be taken either wholly or in part by suitable electronic means approved by the chair, and by which all those participating in the meeting are able to communicate with all other participants.

25 PROXIES: APPOINTMENT AND VOTING

- 25.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity.
- 25.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in a form approved by the Trustees, in accordance with any rules adopted from time to time.

26 WRITTEN RESOLUTIONS

- 26.1 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting.
- 26.2 Ordinary written resolutions must be signed by a simple majority of voting members and special written resolutions by at least 75% of voting members.
- 26.3 General members must sign a written resolution through an authorised representative.
- 26.4 A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners.
- 26.5 The written resolution will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 calendar days of its first being circulated.

27 VOTES OF MEMBERS

- 27.1 Subject to Articles 19, 25 and 27.2 every member, whether an Individual Member or a General Member shall have one vote exercisable either in person or by proxy.
- 27.2 In the event of an equality of votes, whether on a show of hands or on a poll, the Chair 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) they have.
- 27.3 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.
- 27.4 Any General Member may nominate any person to act as its authorised representative at any meeting of the Charity.

- 27.5 The General Member must give written notice to the Charity of the name of its authorised representative. The authorised representative shall not be entitled to represent the General Member at any meeting unless the notice has been received by the Charity. The authorised representative may continue to represent the General Member until written notice to the contrary is received by the Charity.
- 27.6 Any notice given to the Charity will be conclusive evidence that the authorised representative is entitled to represent the General Member or that their authority has been revoked. The Charity shall not be required to consider whether the authorised representative has been properly appointed by the General Member.

28 MINUTES

- 28.1 The Trustees shall cause the Charity to keep the following records in writing and in permanent form:
- 28.1.1 minutes of proceedings at general meetings;
 - 28.1.2 minutes of meetings of the Trustees and of committees of the Trustees, including the names of the Trustees present at each such meeting;
 - 28.1.3 copies of resolutions of the Charity and of the Trustees, including those passed otherwise than at general meetings or at meetings of the Trustees; and
 - 28.1.4 particulars of appointments of officers made by the Trustees.

29 RECORDS AND ACCOUNTS

- 29.1 The Trustees shall comply with the requirements of the Act and the Charities Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 29.1.1 annual reports
 - 29.1.2 annual returns
 - 29.1.3 annual statements of account.
- 29.2 Accounting records relating to the Charity must be made available for inspection by any Trustees at any reasonable time during normal office hours.
- 29.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

30 NOTICES

- 30.1 The Charity may deliver a notice or other document to a member:
- 30.1.1 by delivering it by hand to the address recorded for the member in the register of members;
 - 30.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the member in the register of members;
 - 30.1.3 by fax to a fax number notified by the member in writing;
 - 30.1.4 by electronic mail to an address notified by the member in writing;

- 30.1.5 by a website, the address of which shall be notified to the member in writing; or
- 30.1.6 by advertisement in at least two national newspapers.
- 30.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 30.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.
- 30.4 If a notice or document is sent:
- 30.4.1 by post or other delivery service in accordance with Article 30.1.2, it is treated as being delivered:
- (a) 24 hours after it was posted, if first class post was used; or
 - (b) 72 hours after it was posted or given to delivery agents, if first class post was not used;
- provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
- (a) properly addressed; and
 - (b) put into the post system or given to delivery agents with postage or delivery paid.
- 30.4.2 by fax, it is treated as being delivered at the time it was sent;
- 30.4.3 by electronic mail, it is treated as being delivered at the time it was sent; and
- 30.4.4 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 30.5 For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.
- 30.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

31 INDEMNITY

- 31.1 Subject to Article 31.2, but without prejudice to any indemnity to which they may otherwise be entitled:
- 31.1.1 every Trustee or former Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- 31.1.2 every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.
- 31.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

32 RULES

- 32.1 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.

- 32.2 The rules or bye laws may regulate the following matters but are not restricted to them:
- 32.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 32.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 32.2.3 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;
 - 32.2.4 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; and
 - 32.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 32.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 32.4 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.
- 32.5 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.

33 IRREGULARITIES

- 33.1 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

34 AMENDMENTS

- 34.1 No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 9 (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.
- 34.2 No additions, alterations, or amendments shall be made to the Articles 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.