

Articles of Association for a Charitable Company

The Companies Act 2006

Company Limited by Guarantee

Articles of Association Remap

**HARBOTTLE ASSOCIATES
2 Kentish Buildings
125 Borough High Street
London
SE1 1NP**

The name of the Company (hereinafter called the Charity) is Remap

1. INTERPRETATION.

In the articles

“address”	means a postal address or, for the purposes of a electronic communication, a fax number, an email address or a telephone number for receiving text messages in each case registered with the Charity;
“articles”	Means the Charity’s articles of association;
“the Charity”	Means the company intended to be regulated by the articles;
“clear days”	In relation to the period of a notice means a period excluding : <ul style="list-style-type: none">• The day when the notice is given or demanded to be given; and• The day for which it is given or on which it is to take effect;
“the commission”	Means the Charity Commission for England and Wales;
“Companies Acts”	Means the Companies Act (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
“the Directors”	Means the Directors of the Charity. The Directors are charity trustees as defined by section 97 of the Charities Act 1993;
“document”	Includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	Has the meaning given in section 1168 of the Companies Act 2006;
“Member”	Has the meaning given in Article 5
“the memorandum”	Means the Charity’s memorandum of association;
“officers”	Includes the Directors and the secretary (if any);
“Panel”	Means any organisation or a group recognised by the Company as a Panel of Remap in accordance with the provision of these Articles;
“secretary”	Means any person appointed to perform the duties of the secretary of the Charity;
“the United Kingdom”	Means Great Britain and Northern Ireland

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. LIABILITY OF MEMBERS.

- (1) The liability of the members is limited.
- (2) Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a member, and of the cost charges and expenses of winding up and adjustment of the rights of the contributors among themselves.

3. OBJECTS.

The objects for which the Charity is established shall be: -

- a. to meet the needs of disabled people, irrespective of their race, religion, age, gender, sexual orientation, nationality or ethnic origin in particular by using technology and by providing or assisting in providing technological solutions designed to address the needs of disabled people;
- b. to promote or further such other charitable purposes as the Charity shall from time to time determine.

The Charity shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely to:-

- I design, develop, make, manufacture or provide or assist in designing, developing, making, manufacturing or providing equipment to address the needs of disabled people;
- II Provide advice and assistance to disabled people that is calculated to relieve their needs;
- III Raise funds and invite and receive contributions whether in the United Kingdom or elsewhere, provided that in raising funds the Charity shall not undertake any substantial permanent trading activity and shall conform to any relevant statutory regulations;
- IV Make grants or loans including grants or loans to any other institution, whether established for Charitable purposes only or otherwise, save that the Charity shall ensure that if any such grant or loan shall be made the same shall be applied for Charitable purposes only falling within the objects of the Charity;
- V To found or to assist in founding any other charitable organisation, institution or charity established for the charitable objects of the Charity or for objects falling within the objects of the Charity;
- VI Co-operate with other organisations, companies, individuals or bodies corporate, whether or not established for charitable purposes only;
- VII Employ and pay such officers and staff (who shall not be Directors of the Charity) as may be thought fit;
- VIII Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;

- IX Promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish the useful results of such research, surveys and investigations;
- X Arrange and provide for or join in arranging and providing for the holding of exhibitions meetings, lectures, classes seminars and training courses;
- XI Collect and disseminate information on all matters affecting the objects of the Charity and exchange such information with other bodies having similar objects, whether in this country or overseas;
- XII To publish any materials and to issue any memoranda, whether written or oral (or partly in writing and partly oral);
- XIII To issue statements or to publish any materials designed to further the objects of the Charity and generally to make representations to any Government, whether of the United Kingdom or abroad and to any Government Department or Agency or other institution or body whatsoever on any matter or issue, and to express views and issue statements, whether of a public or private nature, on any such matter or thing or issue;
- XIV Undertake, execute, manage or assist any charitable companies which may lawfully be undertaken, executed, managed or assisted by the Charity;
- XV Procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents and to produce and market files, sound recordings, and other visual and aural aids relating to the objects of the Charity;
- XVI Purchase, take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects of the Charity and construct, maintain and alter any buildings or erections;
- XVII Make regulations for any property, rights and privileges which may be so acquired;
- XVIII Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity, subject to such consents as may be required by law;
- XIX Accept gifts and borrow or raise money for the objects of the Charity on such terms and on such security as shall be thought fit;
- XX Procure contributions to the Charity by personal or written appeals, public meetings or otherwise;
- XXI Invest the cash and other property of the Charity in or upon such investments, securities or other property, whether real or personal, or on deposit or loan, whether in the United Kingdom or elsewhere, as may be thought fit: Provided that the Charity shall not invest by way of underwriting any new issue of shares, stock or other securities or in the acquisition or sale of any futures contract, warrants or options to acquire or dispose of property except that the Charity may invest:-
 - a. by way of underwriting an issue of stock eligible to be held by the Charity where it does so in order to secure an allocation of the new issue (and not for the sole or main purpose of obtaining commission) and is satisfied that to do so is not unduly hazardous or speculative;
 - b. in the acquisition or sale of such as futures contracts, warrants or options where the Charity does so in order to protect the property of the Charity against some risk and is satisfied that to do so is not unduly hazardous or speculative.
- XXII To appoint as an investment manager for the Charity a competent person to act in that capacity who is either:
 - a. an individual of repute with at least 15 years experience of investment management and is an authorised person within the meaning of the Financial Services and Markets Act, 2000; or

- b. a Charity or firm of repute which is an authorised or exempted person with the meaning of that Act otherwise than by virtue of Article 44 or 45 of the Financial Services and Markets Act, 2000 (Exemption Order) 2001.

and to delegate to an investment manager so appointed power, at his discretion, to buy and sell investments for the Charity in accordance with the investment policy laid down by the Charity provided that where the Charity makes any delegation in accordance with the provisions of this sub-clause it shall do so on terms that:-

- a. the investment manager shall comply with the terms of delegated authority and shall not do anything which the Charity does not have power to do; save that nothing in this clause shall prevent any investment manager so appointed (or any firm or Charity associated with that manager) from acting as a market maker or from buying or selling securities as both principle and agent without being liable to account in respect thereof for any profit earned so long as he or they shall have complied with the relevant statutory and regulatory requirements imposed on them in the conduct of "investment business" within the meaning of the Financial Services Act, 1986;
- b. the Charity may revoke any such delegation or vary any of its terms on reasonable and proper notice;
- c. the Charity shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

XXIII Make such arrangements as it thinks fit for any investments of the Charity or the income from those investments to be held by a corporate body as the Charity's nominee and to pay reasonable and proper remuneration to any such Nominee acting in pursuance of this Clause;

XXIV Do all such other lawful things as are necessary, conducive or incidental to this attainment of the said objects or any of them.

Provided that:-

- a. In case the Charity shall take or hold any property which may be subject to any Trust, the Charity shall only deal with or invest the same in such manner as is allowed by law, having regard to such Trusts.
- b. In case the Charity shall take or hold any property in England, Scotland, Wales or Northern Ireland subject to the jurisdiction of the Charity Commission, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Board shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Board, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

4. APPLICATION OF INCOME AND PROPERTY

The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity and no member of its Board shall be appointed to any office of the Charity paid by salary or fees, or, save as hereinafter provided, receive any remuneration or other benefit in money or money's worth from the Charity other than in respect of reasonable and proper expenses for any services rendered to the Charity.

Provided that nothing herein shall prevent any payment in good faith by the Charity:-

- a. of all usual and proper professional or other charges to any member of the Board who is engaged in a profession for work done or services provided by him or his firm in connection with the discharge of the objects of the Charity, provided always that the number of such members of the Board in receipt of any such remuneration shall be in minority of the members of the Board;
- b. of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board) for any services rendered to the Charity;
- c. of interest on money lent by any member of the Board at a rate not exceeding 2 per cent per annum over the rate at which deposits in sterling of an amount equivalent to the amount of any loan are, at the date of such loan available in the London Interbank market for a period of 12 months to the Charity's bankers;
- d. of reasonable and proper rent for premises or property demised or let by any member of the Charity, or of its Board;
- e. of any premium in respect of indemnity insurance under clause 29 of the Articles of Association with which the Charity is incorporated;
- f. to any member of its Board of out of pocket expenses;
- g. of any benefit to a Director or connected persons (as defined in the Charities Acts) in the capacity of a beneficiary of the Charity provided always that the majority of the Directors do not benefit under this provision;
- h. of any payment in money or monies worth to any Director or connected persons (as defined in the Charities Acts) in respect of any goods or services provided to the Charity subject to the Charity complying with the relevant provisions set out in the Charities Acts;
- i. Of any benefit arising to any member of the Board or member of any Panel as a consequence of any insurance premium paid or cover taken to insure the Charity, its Board Members or any Officer, Employees or member of any Panel against any liability incurred by them as a consequence of any proper and lawful decision made by them.

5. MEMBERS

- (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership of the Charity shall be of four kinds; namely:-
 - a. Voting membership (in these Articles referred to as "Member Panels") which shall be open to any organisation which is recognised as a Panel of the Charity in accordance with these Articles. For the purposes of these Articles each Panel of the Charity shall appoint a representative for the purpose of attending and voting at any general meeting of the Charity. Each Member Panel of the Charity shall be entitled to one vote;
 - b. Individual Membership which shall comprise the natural persons who are members of a Panel of the Charity;
 - c. Associate Membership which shall be open to such individuals as are interested in furthering the work of the Charity and who shall apply to become an associate Member of the Charity; and
 - d. Honorary Membership which shall be open to any individual who shall be invited by the Directors to become an honorary Member because of their exceptional work or support for the Charity or its work.

Provided that the Membership of any person (whether an individual, associate or honorary Member) shall cease on the death of the person concerned.

- (3) Every applicant for Associate Membership of the Charity shall upon application deliver or send the Charity together with his application:
 - i. The Membership fee (if any) and any other payment or payments due (if any) to the Charity in respect of that application: Provided that the Board may make arrangements for any subscription to be paid in instalments and in such manner and at such time as the Board may determine.
 - ii. Such other information as shall from time to time be required by the Board.
- (4) Where, in accordance with these Articles the Directors shall determine to reject any application for Associate Membership or to suspend or terminate the membership of any Associate Member of the Charity the Directors shall, before a final decision is made, send written notice of its initial decision to the applicant or Member concerned, setting out the Directors' reasons for their decision and giving the applicant or member concerned the right, not later than fourteen days after the date of the Board of Directors' decision, to state any case in writing to it.
- (5) Upon receipt of any statement in writing the Board of Directors shall consider the same in the light of the Articles and shall determine the matter not later than 28 days following receipt of the same.
- (6) Associate Members of the Charity shall be annual members of the Charity from the date of the Board of Directors' acceptance of their application for membership and the entry of their name in the Register of Members until the anniversary date of their becoming a member: Provided that:-
 - i. All annual Associate membership fees (if any) shall be payable on a Associate Member first becoming a member of the Charity and thereafter on the anniversary date of his becoming a Member and shall be of such

amount (if any) as may from time to time be determined by Resolution of the Board of Directors who may for the avoidance of doubt set different fees for different classes of Members.

- ii. Individual, Honorary and Associate Members shall not be entitled to vote, whether in person or by proxy at any General Meeting of the Charity but may attend and speak at any General Meeting.
 - iii. No part of any annual membership fee shall be refunded to a Associate Member who ceases to be such during the course of his membership.
- (7) The Directors may for good and substantial reasons suspend or terminate the membership of any Member Panel, provided always before suspending or terminating any Member Panel the Member Panel concerned shall have the right to be heard and to state any case in writing to the Directors. Upon the suspension or termination of any Member Panel's membership the Panel concerned shall not be entitled to attend or vote at any general meeting of the Company.
- (8) The Directors may for good and substantial reasons suspend or terminate the membership of any individual or Honorary Member of the Charity: Provided always that before suspending or terminating the membership of any Individual or Honorary Member the Member concerned shall have the right to be heard and to state any case in writing to the Directors upon the suspension or termination of any such Member the Member concerned shall not be entitled to attend or speak at any General Meeting.

6. GENERAL MEETINGS

- (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (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.
- (3) The Directors may call a general meeting at any time.

7. NOTICE OF GENERAL MEETINGS.

- (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - a. Twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - b. fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Member Panels having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date and 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 Member Panels to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

- (4) The notice must be given to all the Member Panels and to the Directors and auditors.
- (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.

8. PROCEEDINGS AT GENERAL MEETINGS.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is one sixth of the Member Panels present in person through their representative or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a Member Panel organisation shall be counted in the quorum.
- (4) If
 - a. a quorum is not present within half an hour from the time appointed for the meeting; or
 - b. during a meeting a quorum ceases to be present;
the meeting shall be adjourned to such time and place as the Directors shall determine.
- (5) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is presented at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (7) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (8) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (9) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (10) If no Director is present or and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- (11) The voting Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (12) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (13) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not take place.
- (14) If a meeting is adjourned by a resolution of the voting 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.
- (15) Any vote at a meeting shall be decided by a show of hands unless before, or on declaration of the result of, the show of hands a poll is demanded:
- a. by the person chairing the meeting; or
 - b. by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - c. by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (16)
- a. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - b. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (17)
- a. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - b. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (18)
- a. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
 - b. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (19)
- a. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - b. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - c. The poll must be taken within thirty days after it has been demanded.
 - d. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- e. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

9. CONTENT OF PROXY NOTICES.

- (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 Panel appointing the proxy;
 - b. identifies the person appointed to be that Member Panel’s proxy and the general meeting in relation to which that person is appointed;
 - c. is signed by or on behalf of the Member Panel 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.

10. DELIVERY OF PROXY NOTICES

- (1) A Member Panel which 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 Member Panel.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the Member Panel by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

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

11. WRITTEN RESOLUTIONS.

- (1) A resolution in writing agreed by simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Member Panels 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 Panel;
 - b. a simple majority (or in the case of a special resolution a majority of not less than 75%) of voting 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 Member Panels have signified their agreement.

12. VOTES OF MEMBERS.

- (1) Every Member Panel shall have one vote but no other Member of the Charity shall be entitled to vote at any General Meeting.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (3)
 - a. Any Member Panel may nominate any person to act as its representative at any meeting of the Charity.
 - b. The Member Panel must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the Member Panel at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
 - c. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the Member Panel or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the Member Panel.

13. PANELS.

The Directors for the time being of Remap may from time to time accept and recognise such organisations as they shall in their absolute discretion determine as Panels of Remap. Any such organisation duly recognised and accepted by the Directors as Panels shall accordingly be Member Panels of the Charity in accordance with the provisions of these Articles. For the avoidance of doubt the Directors may refuse to accept an organisation as a Panel of Remap but shall, if refusing to accept an Organisation as a Panel, inform the Organisation concerned in writing of the Directors reasons for refusing to accept that Organisation as a Panel and shall give the Organisation concerned the opportunity to make written representations to the Directors before a final decision is made. Any decision of the Directors to refuse to accept and recognise an Organisation as a Panel shall be final.

14. DIRECTORS.

- (1) A Director must be a natural person aged 16 years or older.
- (2) No Director may be appointed as a Director if he would be disqualified for acting as a Director under the provisions of Article 20.
- (3) The number of Directors shall when complete be not be less than three nor more than fourteen competent persons to be appointed as follows; namely
 - a. Not less than three nor more than eleven competent Members to be elected by the Member Panels in general meeting; and
 - b. Not more than three co-opted Directors to be appointed by the Directors. All co-opted Directors shall hold office from the date of their appointment until the end of the general meeting next following their appointment.
- (4) The first Directors shall be those persons first notified to Companies House as the first Directors of the Charity.
- (5) A Director may not appoint an alternate Director or anyone to act on his behalf at meetings of the Directors.

15. POWERS OF THE DIRECTORS.

- (1) The business of the Charity shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Act or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulation of the Articles, to the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in general meeting; but no regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- (2) The Members for the time being of the Board may act notwithstanding any vacancy in their body: Provided always that in case the Members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in

accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

17. RETIREMENT OF DIRECTORS.

- (1) At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the Member Panels have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors elected by the Member Panels or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- (2) The Members of the Board to retire from office shall be those who have been longest in office since their last election. As between Members of equal seniority the Members to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a Member has been in office shall be computed from his last election. A Member of the Board retiring under the provisions of this Article shall be eligible for re-election. If a Director 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.
- (3) The Charity may, at a meeting at which a Board Member retires in manner aforesaid fill the vacated office and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a Resolution for the re-election of that Member shall have been put to the meeting and lost.
- (4) No person not being an Board Member retiring at the Meeting shall be eligible for election to membership of the Board unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing, signed by some Member duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election; and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
- (5) The prescribed time above-mentioned shall be 14 days.
- (6) The Members may from time to time in General Meeting increase or reduce the number of Members of the Board and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase.
- (7) In addition to and without prejudice to the provisions contained in the Act, the Member Panels may by Extraordinary Resolution remove any Member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office only so long as the Member in whose place he is appointed would have held the same if he had not been removed.

18. DISQUALIFICATION AND REMOVAL OF DIRECTORS.

- (1) A Director shall cease to hold office if he or she:
 - a. ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a Director;
 - b. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - c. ceases to be a Member of the Charity;
 - d. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - e. resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - f. is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated

19. REMUNERATION OF DIRECTORS.

- (1) The Directors must not be paid any remuneration unless it is authorised by article 4.

20. PROCEEDINGS OF DIRECTORS.

- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.]
- (7) No decision may be made by a meeting of the Directors 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 Directors in which a participant or participants may communicate with all the other participants
- (8) The quorum shall be two or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (9) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

- (10) If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- (11)
 - a. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
 - b. If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair the meeting.
 - c. The person appointed to chair meetings of the Directors shall have no function or powers except those conferred by the articles or delegated to him or her by the Directors.
- (12)
 - a. A resolution in writing or in electronic form agreed by simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
 - b. The Directors may revoke or alter a delegation.
 - c. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

21. DELEGATION.

- (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

22. DECLARATION OF DIRECTORS INTERESTS.

- (1) A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement with the Charity which has not previously been declared. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interests (including but not limited to any personal financial interests).

23. CONFLICTS OF INTEREST.

- (1) If a conflict of interest arises for a Director 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 Directors may authorise such conflict of interest where the following conditions apply:-
 - a. the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - c. the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
- (2) In this article a conflict of interest 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 or any nature to a Director or to a connected person.

24. VALIDITY OF DIRECTORS' DECISIONS.

- (1) All acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
 - a. who was disqualified from holding office;
 - b. who had previously retired or who had been obliged by the constitution to vacate office;
 - c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;if without
 - d. the vote of the Director; and
 - e. that Director being counted in the quorum;

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

25. MINUTES.

- (1) The Directors must keep minutes of all:-
 - a. appointments of officers made by the Directors;
 - b. proceedings at meetings of the Charity;
 - c. meetings of the Directors and committees of Directors including:
 - i. the names of the Directors present at the meetings;
 - ii. the decisions made at the meetings; and
 - iii. where appropriate the reasons for the decisions.

26. ACCOUNTS.

- (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Acts.

27. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES.

- (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to the:-
 - a. transmission of the statements of account to the Charity Commission;
 - b. preparation of an Annual Report and its transmission to the Charity Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

28. MEANS OF COMMUNICATION TO BE USED.

- (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 Directors may also be sent or supplied with such notices or documents for the time being.
- (3) Any notice to be given to or by any person pursuant to the articles:-
 - a. must be in writing; or
 - b. must be given in electronic form.
- (4) 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 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.

- (5) A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (6) A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (7) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (8) 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.
- (9) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - a. 48 hours after the envelope containing it was posted; or
 - b. in the case of an electronic form of communication, 48 hours after it was sent.

29. INDEMNITY.

- (1) The Charity may indemnify a relevant Director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article "a relevant Director" means any Director or former Director of the Charity.

30. RULES.

- (1) The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - a. the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - b. the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - c. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by the articles;
 - e. generally all such matters as are commonly the subject matter of company rules.

- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of Members of the Charity.
- (5) The rules or bye-laws shall be binding on all Members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

31. DISSOLUTION.

- (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
 - c. to any charity or charities for use for particular purposes that fall within the objects.
- (2) Subject to any such resolution of the Members of the Charity, the Directors 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 provisions made for them, shall on or before 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.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity (except to the Member that is itself a charity) and if no resolution in accordance with article 33 is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.