
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RENAISSANCE FOUNDATION

(Adopted by a Special Resolution
passed on [] 2015)

1 Interpretation

1.1 In these Articles, unless the context indicates another meaning:

"the 1985 Act" means the Companies Act 1985,

"the 2006 Act" means the Companies Act 2006,

"the 2011 Act" means the Charities Act 2011,

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

"the Charity" means the company intended to be regulated by these Articles,

"Clear Days" in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

"Conflicted Director" means a Director in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) 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:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (b) the spouse or civil partner of the Director or of any person falling within paragraph (a);
- (c) a person carrying on business in partnership with the Director or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled:

- (i) by the Director or any Connected Person falling within paragraph (a), (b), or (c); or
- (ii) by two or more persons falling within paragraph (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the Director or any Connected Person falling within paragraphs (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within paragraph (e)(i), when taken together, have a substantial interest;

and ss.350 to 352 of the 2011 Act apply for the purposes of interpreting the terms used in this definition,

"Financial Expert" means an individual, company or firm who or which is authorised to give investment advice under the Financial Services and Markets Act 2000,

"Member" and "Membership" refer to company Membership of the Charity,

"the Memorandum" means the memorandum of association of the Charity,

"Officers" includes the Directors and the Secretary,

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,

"the Directors" means the directors of the Charity. The Directors are charity trustees as defined by s. 177 of the 2011 Act,

"the United Kingdom" means Great Britain and Northern Ireland, and

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

1.2 Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

1.3 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 **Objects**

2.1 The Charity's objects (the "Objects") are:

2.1.1 to advance the education of young people through the provision of educational services using new media;

2.1.2 to advance in life and help young people through:

2.1.2.1 the provision of support and activities which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals;

2.1.2.2 the promotion of role models;

2.1.2.3 facilitating international and cultural exchange and dialogue;

2.1.2.4 such other means as the Directors may determine; and

2.1.3 to promote efficiency and effectiveness in the charitable activities of not-for-profit organisations and charities established for the benefit of young people.

3 Powers

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):

- 3.1 to raise funds and to invite and receive contributions, provided that in raising funds the Charity shall conform to any relevant legislation;
- 3.2 to purchase, rent, hire or otherwise acquire, alter, improve and (subject to such consents as may be required by law) to sell, charge or otherwise dispose of property;
- 3.3 to borrow money and give security for loans, but only in accordance with the 2011 Act;
- 3.4 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 3.5 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 3.6 to acquire, merge with or to enter into any partnership or joint venture agreement with any other charity formed for any of the Objects;
- 3.7 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.8 to carry on a trade in the course of carrying out the Objects or ancillary to carrying out the Objects;
- 3.9 to incorporate subsidiary companies, including subsidiary companies to carry on any trade which would, in the opinion of the Directors, promote or assist with the promotion of the Objects, including by means of the raising of funds for the Charity;
- 3.10 subject to Articles 4 and 5, to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants;
- 3.11 subject to Articles 4 and 5, to engage and pay professional and other advisers;
- 3.12 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 3.13 to invest funds in any manner, but only after obtaining such advice from a Financial Expert as the Directors consider necessary, and having regard to the suitability of investments and the need for diversification;
- 3.14 to delegate the power of investment to a Financial Expert (who may be permitted to sub-delegate such power to another Financial Expert) but only in terms that:
 - 3.14.1 an investment policy is set down in writing for the Financial Expert by the Directors;
 - 3.14.2 the performance of the investments is reviewed regularly with the Directors;
 - 3.14.3 the Directors are entitled to cancel the delegation at any time on the giving of reasonable notice to the Financial Expert;

- 3.14.4 the investment policy and the delegation are reviewed at least once per calendar year;
- 3.14.5 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
- 3.14.6 the Financial Expert shall not be permitted to do anything outside the powers of the Directors;
- 3.15 to arrange for investments or other property of the Charity to be held in the name of a nominee company which will be acting under the control of the Directors or of a Financial Expert appointed under the preceding provisions, and to pay any reasonable fee required;
- 3.16 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- 3.17 to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required;
- 3.18 to guarantee and provide security for the performance of contracts by any person or company;
- 3.19 to purchase, out of the funds of the Charity, insurance designed to indemnify any person who is a charity trustee (as defined in s. 177 of the 2011 Act) of the Charity in accordance with, and subject to the conditions in, s.189 of the 2011 Act;
- 3.20 to pay out of the funds of the Charity the costs of forming and registering the Charity as a charity;
- 3.21 to do all such other lawful things as are necessary for the achievement of the Objects.

4 Application of income and property

- 4.1 Subject to Article 5 and the following provisions of this Article 4, the income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 4.2 A Director is entitled to be reimbursed out of the property of the Charity or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- 4.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, s.189 of the 2011 Act.
- 4.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 28 and may receive a payment out of the property of the Charity of any sum to which he is entitled pursuant to that indemnity.
- 4.5 A Director may not receive any other benefit or payment unless it is authorised by Article 5.
- 4.6 Subject to Article 5, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.

5 Benefits and payments to Directors and Connected Persons

5.1 General provisions

No Director or Connected Person may:

- 5.1.1 buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 5.1.2 sell goods, services or any interest in land to the Charity;
- 5.1.3 be employed by, or receive any remuneration from, the Charity;
- 5.1.4 receive any other financial benefit from the Charity;

unless the payment or benefit is permitted by Article 5.2 or authorised by the court or the Commission. In this Article a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 **Scope and powers permitting Directors’ or Connected Persons’ benefits**

- 5.2.1 A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.
- 5.2.2 A Director or Connected Person may enter into a contract for the supply of services (including professional services), or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, ss.185 to 188 of the 2011 Act.
- 5.2.3 Subject to Article 5.3, a Director or Connected Person may provide the Company with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.
- 5.2.4 A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate.
- 5.2.5 A Director or Connected Person may receive rent for premises demised or let by the Director or Connected Person to the Charity (subject to the requirements, if applicable, of s.190 of the 2006 Act and the requirement for the consent of the Commission under s.201 or s.202, as applicable, of the 2011 Act). The amount of the rent and the other terms of the lease must be reasonable and proper.
- 5.2.6 A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

5.3 **Payment for the supply of goods only - controls**

The Charity and its Directors may only rely upon the authority provided by Article 5.2.3 if each of the following conditions is satisfied:

- 5.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Director or Connected Person providing the goods (the “**Provider**”) under which the Provider is to provide the goods in question to or on behalf of the Charity;
- 5.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the provision of the goods in question;
- 5.3.3 the other Directors are satisfied that it is in the best interests of the Charity to contract with the Provider rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the

advantages of contracting with a Director or Connected Person against the disadvantages of doing so;

- 5.3.4 the Provider is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Charity;
 - 5.3.5 the Provider does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
 - 5.3.6 the reason for their decision is recorded by the Directors in the minute book;
 - 5.3.7 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 5.
- 5.4 In Articles 5.2 and 5.3, "**Charity**" includes any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares, or has the right to appoint one or more directors to the board of the company.

6 **Liability of Members**

- 6.1 The liability of the Members is limited.
- 6.2 Every Member of the Charity undertakes to contribute such amounts as may be required (not exceeding £1) to the assets of the Charity if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 6.3 If, upon the winding up of or dissolution of the Charity, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 4, such institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

7 **Members**

- 7.1 The Directors must keep a register of names and addresses of the Members.
- 7.2 Membership is open only to the Directors and is terminated if the Member concerned ceases to be a Director.
- 7.3 On the appointment of any individual as a Director pursuant to Article 17, such individual will simultaneously be admitted as a Member. Any person who is a Director at the date of adoption of these Articles but is not a Member shall automatically be admitted as a Member on adoption of these Articles.
- 7.4 Membership is not transferable to anyone else.

8 **Termination of Membership**

- 8.1 Membership is terminated if
 - 8.1.1 the Member concerned ceases to be a Director;
 - 8.1.2 the Member dies or, if it is an organisation, ceases to exist;

- 8.1.3 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
- 8.1.4 any sum due from the Member to the Charity is not paid in full within six months of it falling due;
- 8.1.5 the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her Membership is terminated. A resolution to remove a Member from Membership may only be passed if:
 - 8.1.5.1 the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - 8.1.5.2 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.

9 **General Meetings**

The Directors may call a general meeting at any time.

10 **Notice of General Meetings**

- 10.1 The minimum periods of notice required to hold a general meeting of the Charity are:
 - 10.1.1 twenty-one Clear Days for a general meeting called for the passing of a special resolution;
 - 10.1.2 fourteen Clear Days for all other general meetings.
- 10.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- 10.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 12 of these Articles.
- 10.4 The notice must be given to all the Members and to the Directors.
- 10.5 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.

11 **Proceedings at General Meetings**

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum shall be two Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting. For so long as the Charity has only a sole Member, that Member shall constitute a quorum if present in person or by proxy.
- 11.3 The authorised representative of a Member organisation shall be counted in the quorum.
- 11.4 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present:

- 11.4.1 the meeting shall be adjourned to such time and place as the Directors shall determine;
 - 11.4.2 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; and
 - 11.4.3 if no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 11.5 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. 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. If there is only one Director present and willing to act, he or she shall chair the meeting. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 11.6 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. 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. 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. If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 11.7 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:
- 11.7.1 by the person chairing the meeting;
 - 11.7.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - 11.7.3 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.
- 11.8 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. 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.
- 11.9 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. 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.
- 11.10 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 11.11 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. 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. The poll must be taken within thirty days after it has been demanded. 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. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

12 Proxies: Appointment and Voting

12.1 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.

12.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"Charity name

I/We, _____, of _____ being a Member/Members of the above-named Charity, hereby appoint _____ of _____, or failing him/her, _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Charity to be held on _____ 20_____, and at any adjournment thereof

Signed on _____ 20_____ "

12.3 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the Charity as follows:

12.3.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

12.3.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

12.3.2.1 in the notice convening the meeting; or

12.3.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting; or

12.3.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting;

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

12.3.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

12.3.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.

12.4 An appointment of proxy which is not deposited, delivered or received in a manner described in Article 12.3 shall be invalid.

12.5 A vote given or poll demanded by proxy or by the duly authorised representative of a Member which is an organisation shall not be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Charity at:

12.5.1 its registered office; or

12.5.2 at such other place at which the instrument of proxy was duly deposited; or

12.5.3 (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

13 **Written Resolutions**

13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution in a document which has been received at the registered office within the period of 28 days beginning with the circulation date.

13.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

14 **Votes of Members**

14.1 Every Member, whether an individual or an organisation, shall have one vote.

14.2 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.

14.3 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

15 **Directors**

15.1 A Director must be a natural person aged 16 years or older.

15.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 18.

15.3 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 15.4 A Director may not act as a Director unless he/she:
- 15.4.1 is a Member; and
 - 15.4.2 has signed a written declaration of willingness to act as a Director of the Charity.

15.5 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

16 Powers of Directors

16.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act, the 2006 Act or the 2011 Act, these Articles or any special resolution.

16.2 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

16.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

17 The Appointment of Directors

17.1 The Charity may by ordinary resolution appoint a person who is willing to act to be a Director.

17.2 The Directors may appoint a person who is willing to act to be a Director.

17.3 All further Members of the Charity shall also be Directors. A person may not act as a Director unless he is a Member.

17.4 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

18 Disqualification and Removal of Directors

18.1 A Director shall cease to hold office if he or she:

- 18.1.1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- 18.1.2 is disqualified under the 2011 Act from acting as a charity trustee;
- 18.1.3 ceases to be a Member of the Charity;
- 18.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 18.1.5 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
- 18.1.6 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 or her office be vacated.

19 **Directors' Remuneration**

19.1 The Directors must not be paid any remuneration unless it is authorised under Articles 4 and 5, above.

20 **Proceedings of Directors**

20.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

20.2 Any Director may call a meeting of the Directors.

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

20.4 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. Unless otherwise determined, the quorum shall be two. A Director shall not be counted in the quorum present when any decision is made about a matter upon which the Director is not entitled to vote and for the avoidance of doubt a Conflicted Director is not entitled to vote unless authorized to do so under Article 21.2.

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

20.6 The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

20.7 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 that meeting.

20.8 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors, and, unless otherwise agreed by the Directors, shall not have a casting vote.

20.9 A resolution in writing agreed by a simple majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution (for the avoidance of doubt not including a Conflicted Director who has not been authorised to vote in accordance with Article 21.2, below) 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 provided that a copy of the resolution is sent or submitted to all the Directors eligible to vote, and a simple majority of Directors has signified its agreement to the resolution in a document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

20.10 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

21 **Authorisation of Directors' Conflicts of Interests**

21.1 Subject to Article 21.2, any Director who becomes a Conflicted Director in relation to any matter must:

21.1.1 declare the nature and extent of his or her interest before discussion begins on the matter;

21.1.2 withdraw from the meeting for that item after providing any information requested by the Directors;

- 21.1.3 not be counted in the quorum for that part of the meeting; and
 - 21.1.4 be absent during the vote and have no vote on the matter.
- 21.2 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director 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 Director authorise the Conflicted Director, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:
- 21.2.1 continue to participate in discussions leading to the making of a decision and/or to vote; or
 - 21.2.2 disclose to a third party information confidential to the Charity; or
 - 21.2.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the Charity; or
 - 21.2.4 refrain from taking any step required to remove the conflict.
- 21.3 Subject to Article 21.4, 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 who was disqualified from holding office, who had previously retired or who had been obliged by the constitution to vacate office, or who was not entitled to vote on the matter (whether by reason of being a Conflicted Director or otherwise), if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.
- 21.4 Article 21.3 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 21.3, the resolution would have been void, or if the Director is a Conflicted Director who has not complied with Articles 21.1.
- 22 Participation in Directors' meetings**
- 22.1 Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 22.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 22.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 22.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 22.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In default of such a decision, the meeting shall be treated as being held where the majority of the Directors are located or, if there is no such majority, where the person appointed to chair meetings of the Directors is located.
- 23 Delegation**
- 23.1 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.

23.2 The Directors may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate, and no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

23.3 The Directors may revoke or alter a delegation.

23.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

24 **Minutes**

24.1 The Directors must keep minutes of all:

24.1.1 appointments of Officers made by the Directors;

24.1.2 proceedings at meetings of the Charity;

24.1.3 meetings of the Directors and committees of Directors including:

24.1.3.1 the names of the Directors present at the meeting;

24.1.3.2 the decisions made at the meetings; and

24.1.3.3 where appropriate, the reasons for the decisions.

25 **Accounts**

25.1 The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

25.2 The Directors must keep accounting records as required by the 2006 Act.

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

26.1 The Directors must comply with the requirements of the 2011 Act with regard to:

26.1.1 the transmission of the statements of account to the Charity,

26.1.2 the preparation of an Annual Report and its transmission to the Commission,

26.1.3 the preparation of an Annual Return and its transmission to the Commission.

26.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

27 **Notice**

27.1 Notices and other documents to be served on Members or Directors under the Articles, the 1985 Act, the 2006 Act or the 2011 Act may be served:

27.1.1 by hand; or

27.1.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or

27.1.3 by leaving it at the address of the Member; or

- 27.1.4 by giving it using electronic communications to the Member's address.
- 27.2 The only address at which a Member is entitled to receive notices sent by post is an address in the United Kingdom shown in the register of Members.
- 27.3 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.
- 27.4 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.
- 27.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 27.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 27.7 A notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 27.7.1 24 hours after being sent by electronic means or left at the relevant address;
 - 27.7.2 immediately upon being delivered by hand to the recipient personally;
 - 27.7.3 two Clear Days after being sent by first class post to the relevant address;
 - 27.7.4 three Clear Days after being sent by second class or overseas post to the relevant address;
 - 27.7.5 or, if earlier, as soon as the recipient acknowledges actual receipt.
- 27.8 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

28 **Indemnity**

- 28.1 This Article 28 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the 2006 Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than is permitted by the 2006 Act and any such indemnity is limited accordingly. This Article 28 is also without prejudice to any indemnity to which any person may otherwise be entitled.
- 28.2 The Charity:
- 28.2.1 may indemnify any person who is a Director of the Charity; and
 - 28.2.2 may indemnify any other person who is an Officer (other than an auditor) of the Charity;
- in each case out of the assets of the Charity from and against any loss, liability or expense incurred by him or them in relation to the Charity by reason of his being a Director or other Officer of the Charity.
- 28.3 The Directors may, subject to the provisions of the 2011 Act and the 2006 Act, exercise the powers conferred on them by ss.205 and 206 of the 2006 Act and s.175 of the 2006 Act (duty to avoid conflicts of interest) shall not apply in relation to any such transaction or arrangement.

29 **Rules**

- 29.1 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.
- 29.2 The bye laws may regulate the following matters but are not restricted to them:
- 29.2.1 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;
 - 29.2.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 29.2.3 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;
 - 29.2.4 the procedure at general meetings and meetings of the Directors insofar as such procedure is not regulated by the Act or by these Articles;
 - 29.2.5 generally all such matters as are commonly the subject matter of company rules.
- 29.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 29.4 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.
- 29.5 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.