

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association of 360 GIVING

Name

1. The company's name is **360 Giving** (and in this document it is called the "company").

Interpretation

2. In the articles:-

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

"the articles" means the company's articles of association;

"the company" means **360 Giving**, the company intended to be regulated by the articles;

"charitable" shall have the meaning assigned thereto by the law for the time being in force in England and Wales;

"charitable purposes" means such purposes (whether or effected or to be effected) as shall for the time being be exclusively charitable purposes;

"charity" means an organisation established for exclusively charitable purposes;

"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;

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the company;

"the directors" means the directors of the company. If the company is registered with the Commission, the directors are charity trustees as defined by Section 177 of the Charities Act 2011;

"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;

"the memorandum" means the company's memorandum of association;

"officers" includes the directors and the secretary (if any);

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

"secretary" means any person appointed to perform the duties of the secretary of the company;

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

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

Unless the context otherwise requires words or expressions contained in 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 company.

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.

Liability of members

3. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he, she or it is a member or within one year after he or she or it ceases to be a member; for
- (1) payment of the company's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs charges and expenses of winding up;
 - (3) adjustment of the rights of the contributories among themselves.

Objects

4. The company's objects ("Objects") are specifically restricted to the following:-

The promotion of the voluntary sector for the benefit of the public by encouraging, supporting and assisting grant makers, grant recipients and funders to adopt an open on line common standard for the reporting of grant information thereby assisting donors and funders to more effectively make charitable donations and to more effectively target their grant-making by identifying gaps in provision.

In this clause:

"the voluntary sector" means charities and voluntary organisations.

"charities" are organisations which are established for exclusively charitable purposes in accordance with the law of England and Wales.

"charitable" shall have the meaning assigned to it by the law for the time being in force in England and Wales

"voluntary organisations" are independent organisations, which are established for purposes of adding 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 do not include local government or other statutory authorities.

Powers

5. The company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the company has power:-
- (1) to raise funds. In doing so, the company must not, if it registers with the Commission, undertake any substantial permanent trading activity. The company must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire or hold any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the company. If the company is registered with the Commission, in exercising this power, the company must comply as appropriate with Sections 177 and 122 of the Charities Act 2011;
 - (4) to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. If the company is registered with the Commission, the company must comply as appropriate with Sections 124 - 126 of Charities Act 2011;
 - (5) to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any company;
 - (8) to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;
 - (9) to employ and remunerate such staff or advisers as are necessary for carrying out the work of the company and to set up and operate any branch or liaison office anywhere in the world to carry out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
 - (10) to:-
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the company 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;
 - (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
 - (12) to pay out of the funds of the company the costs of forming and registering the company both as a company and if it registers with the Commission as a charity and any related matters.

Application of income and property

6. (1) The income and property of the company shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the company's expense and, if the company registers with the Commission, in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011.
- (c) A director may receive an indemnity from the company in the circumstances specified in article 55.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, 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 of the company. This does not prevent a member who is not also a director receiving:-
- (a) a benefit from the company in the capacity of a beneficiary of the company;
- (b) reasonable and proper remuneration for any goods or services supplied to the company.

Benefits and payments to company directors and connected persons

7. (1) General provisions

No director or connected person may:-

- (a) buy any goods or services from the company on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the company;
- (c) be employed by, or receive any remuneration from, the company;
- (d) receive any other financial benefit from the company;

unless the payment is permitted by sub-clause (2) of this article or if the company is registered with the Commission authorised by the court or Commission.

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

Scope of power permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from the company in the capacity of a beneficiary of the company provided that a majority of directors do not benefit in this way.
- (b) A director who is a solicitor or accountant or engaged in another profession, or any professional partner of his or her, or his or her firm, may receive payment for the usual professional charges when instructed by the company to act in a professional capacity on its behalf: provided that at no time shall a majority of the directors benefit under

this provision and a director shall withdraw from any meeting at which his or her remuneration, or that of this or her partner, or of his or her firm, is under discussion.

- (c) A director or connected person may enter into a contract for the supply of other services, or of goods that are supplied in connection with the provision of other services, to the company and, if the company is registered with the Commission, where that is permitted in accordance with, and subject to the conditions in, Sections 185 and 186 of the Charities Act 2011.
- (d) Subject to sub-clause (3) of this article a director or connected person may provide the company with goods that are not supplied in connection with services provided to the company by the director or connected person.
- (e) A director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.
- (f) A director or connected person may receive rent for premises let by the director or connected person to the company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (g) A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

Payment for supply of good only – controls

- (3) The company and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:-
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the company or its directors (as the case may be) and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the company.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors are satisfied that it is in the best interests of the company to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the company.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) (a) In sub-clauses (2) and (3) of this article "company" shall include any company in which the company:-

- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.
- (b) "connected person" includes any person within the definition in article 58 "Interpretation" means:-

Declaration of directors' interests

8. 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 company or in any transaction or arrangement entered into by the company which has not previously been declared. A director must absent himself or herself 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 company and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest and conflicts of loyalty

9. (1) If a conflict of interests 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 un-conflicted directors may authorise such a conflict of interests where the un-conflicted directors consider it is in the interests of the company to authorise the conflict of interests and in authorising such a conflict the un-conflicted directors can decide the manner in which the conflict of interest is dealt with and, for the avoidance of doubt, they can decide that the director can participate in a vote on the matter and can be counted in the quorum.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Members

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

Classes of membership

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

Termination of membership

12. Membership is terminated if:-
 - (1) the member dies or, if it is an organisation, ceases to exist;
 - (2) the member resigns by written notice to the company unless, after the resignation, there would be less than 2 members;
 - (3) any sum due from the member to the company is not paid in full within six months of it falling due;
 - (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 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;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

General meetings

13. The directors may call a general meeting at any time.

Notice of general meetings

14. (1) The minimum periods of notice required to hold a general meeting of the company are:-
 - (a) 21 clear days for a general meeting called for the passing of a special resolution;
 - (b) 14 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 members 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, 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 20.
- (4) The notice must be given to all the members 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 company.

Proceedings at general meetings

- 15. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:-
 - (a) 2 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time;
 whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 16. (1) If:-
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
 the meeting shall be adjourned to such time and place as the directors shall determine.
- (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.
- (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.
- 17. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) 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.
- 18. (1) The members present in person or by proxy at a meeting may resolve by ordinary Resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the Resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a Resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
19. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
- (a) by the person chairing the meeting; or
 - (b) by at least two members 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.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the company, but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

20. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -

- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
 - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 20A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person 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 appointor's behalf.

Written resolutions

- 21. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

22. Subject to article 11, every member, whether an individual or an organisation, shall have one vote.
23. 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.
24.
 - (1) Any organisation that is a member of the company may nominate any person to act as its representative at any meeting of the company.
 - (2) The organisation must give written notice to the company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the company. The representative may continue to represent the organisation until written notice to the contrary is received by the company.
 - (3) Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation.

Directors

25.
 - (1) A director must be a natural person aged 16 years or older.
 - (2) No-one may be appointed a director if he or she would be disqualified from acting under the provisions of article 37.
26. The number of directors shall be not less than 2, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
27. The first directors shall be those persons notified to Companies House as the first directors of the company and shall include two directors nominated by The Indigo Trust (registered charity number 1075920) ("The Indigo Trust") including Francesca Elizabeth Sainsbury Perrin (the "Founder Director"), one director nominated by NESTA (registered charity number 1144091) ("NESTA") and one director nominated by The Big Lottery Fund.
28. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

29.
 - (1) The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
 - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
 - (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.

Appointment of directors

30. Subject to Article 35, the company may by ordinary resolution appoint a person who is willing to act to be a director.
31. Subject to Article 35, no person may be appointed a director at any general meeting unless:-
- (1) he or she is recommended for election or re-election by the directors; or
 - (2) not less than 14 nor more than 35 clear days before the date of the meeting, the company is given a notice that:-
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) contains the details that, if the person were to be appointed, the company would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
32. All members who are entitled to receive notice of a general meeting must be given not less than 7 nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint a director.
33. Subject to Article 35,
- (1) The directors may appoint a person who is willing to act to be a director.
 - (2) The appointment of a director appointed by a resolution of the other directors must be confirmed by ordinary resolution of the members either at the next general meeting or by written resolution of the members.
34. The appointment of a director, whether by the company in a 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.
35. If a vacancy arises due to the ceasing to hold office of a director appointed by The Indigo Trust or NESTA then The Indigo Trust or NESTA (as the case may be) shall have the power to nominate a replacement director to the intent that at any one time there shall be two directors nominated by The Indigo Trust and one by NESTA.
36. Other than the Founder Director, a director's term of office shall be for 3 years from the date of his or her appointment or re-appointment. A retiring director may, on their first retirement, if willing to act, be re-appointed for a further period of 3 years.

Disqualification and removal of directors

37. A director shall cease to hold office if he or she:-
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) if the company registers with the Commission, is disqualified from acting as a trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

- (3) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than 3 months;
- (4) resigns as a director by notice to the company (but only if at least 2 directors will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the directors from all their meetings held within a period of 6 consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

38. The directors must not be paid any remuneration unless it is authorised by Article 7.

Proceedings of directors

39. (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) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
40. (1) 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.
- (2) The quorum shall be 2 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.
- (3) 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.
41. 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.
42. (1) The directors may appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) 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.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

43. (1) A resolution in writing or in electronic form agreed by a 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 provided that:-
- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and
 - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

44. (1) The directors may delegate any of their powers or functions to a committee comprising one or more director and such other persons as the directors think fit, 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:-
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the company 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.

Validity of directors' decisions

45. (1) Subject to article 45(2), 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 interests or otherwise;
- if without:-
- (d) the vote of that 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.
- (2) Article 45(1) does not permit a director or a connected person 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 45(1), the resolution would have been void, or if the director has not complied with article 8.

Seal

46. If the company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

47. The directors must keep minutes of all:-
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the company;
 - (3) meetings of the directors and committees of directors including:-
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

48. (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.

Annual Report and Return and Register of Charities

49. (1) If the company is registered with the Commission, the directors must comply with the requirements of the Charities Act 2011 with regard to the:-
- (a) transmission of the statements of account to the company;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) If the company is registered with the Commission, the directors must notify the Commission promptly of any changes to the company's entry on the Central Register of Charities.

Means of communication to be used

50. (1) Subject to the articles, anything sent or supplied by or to the company 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 company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by

the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

51. Any notice to be given to or by any person pursuant to the articles:-
- (1) must be in writing; or
 - (2) must be given in electronic form.
52. (1) The company may give any notice to a member either:-
- (a) personally; or
 - (b) by sending it by post in a pre-paid envelope addressed to the member at his or her 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.
- (2) A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
53. A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
54. (1) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- (3) In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:-
- (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.

Indemnity

55. (1) The company shall indemnify a relevant director against any liability incurred by him or her 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 company.
- 55A The company may indemnify an auditor against any liability incurred by him or her or it
- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - (2) in connection with an application under Section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

56. (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 company.
- (2) The bye laws may regulate the following matters but are not restricted to them:-
- (a) the admission of members of the company (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 company in relation to one another and to the company's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the company'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 insofar as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The company 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 company.
- (5) The rules or bye laws shall be binding on all members of the company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

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

Dissolution

58. (1) The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company 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 company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision

made for them, shall on or before dissolution of the company 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 company be paid to or distributed among the members of the company (except to a member that is itself a charity) and if no resolution in accordance with Article 56(1) is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

57. In Article 7, sub-clause(2) of Article 9 and sub-clause (2) of Article 45 "connected person" means

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the director or any connected person falling within paragraph (1), (2) or (3) above; or
 - (b) by two or more persons falling within sub-paragraph 4(a), when taken together;
- (5) a body corporate in which -
 - (a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-paragraph 5(a) who, when taken together, have a substantial interest.
 - (c) if the company is registered with the Commission, Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.