

**The Companies Act 1985 and 1989**

**A COMPANY LIMITED BY GUARANTEE and not having a share capital**

**Memorandum of Association of**

**BRADFORD LGBTQ+ STRATEGIC PARTNERSHIP LTD.**

1. The company's name is the Bradford LGBTQ+ Strategic Partnership Ltd. (and in this document it is called the Charity).

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

3. The Charity's objects (the Objects are)

To promote equality and diversity and to eliminate homophobia, biphobia, transphobia and discrimination in relation to Lesbian, Gay, Bisexual, Trans (LGBTQ+) people for the benefit of the public in the district of Bradford and the surrounding area by:

(a) providing information, advice and support services for LGBTQ+ people;

(b) promoting education and training and raising awareness among LGBTQ+ people;

(c) promoting education and training and raising awareness among health, social care and other professionals in all aspects of LGBTQ+ issues and related equality and diversity issues in the elimination of homophobia, biphobia, transphobia and discrimination;

(d) cultivating an environment in favour of equality in particular by the provision of information, advice, support and publications.

4. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;

(d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

2 (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

(k) to: (i) deposit or invest funds; (ii) employ a professional fund-manager; and (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub clause (2) of this clause, but subject to the restrictions specified in sub clause (3) of the clause;

(m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(n) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(l) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;

(iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

3 5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity. (a) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may:

(a) buy any goods or services from the Charity;

(b) sell goods, services, or any interest in land to the Charity;

(c) be employed by, or receive any remuneration from the Charity;

(d) receive any other financial benefit from the Charity; unless:

(i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause;

or (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

(b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.

(c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.

(d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

(e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

(6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:

(i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.

(ii) The Director is absent from the part of any meeting at which there is discussion of:

- his or her employment or remuneration, or any matter concerning the contract; or
- his or her performance in the employment, or his or her performance of the contract; or
- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
- any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).

(iv) The Director 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.

(v) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest). The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 5: (a) "Charity" shall include any company in which the Charity:

- 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) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 The liability of the members is limited.

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

8(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 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 provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

[The persons whose signatures, names, and addresses are written at the end of the Memorandum will be the first members of the Company.]

Signatures, Names and Addresses of Subscribers

Dated: .....

Witness to the above Signatures: .....

Name: .....

Address: .....

Occupation: .....

**THE COMPANIES ACT 1985 and 1989**  
**A COMPANY LIMITED BY GUARANTEE and not having a share capital**  
**Articles of Association of**  
**BRADFORD LGBTQ+ STRATEGIC PARTNERSHIP LTD.**

Interpretation

1 In these articles:

"the Act" means the Companies Act 1985;

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

"the Charity" means the company intended to be regulated by these articles; "clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

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

"officers" includes the Directors and the secretary;

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

"secretary" means the secretary of the Charity or any other person appointed to perform the duties 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 Section 97 of the Charities Act 1993;

"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 these articles have the same meaning as in the Act 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.

## **Members**

2(1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to:

(a) any individual who is LGBTQ+ living, working or socialising in the local government district of Bradford or the surrounding area, who supports the aims of the Charity;

(b) any LGBTQ+ organisations based in the local government district of Bradford or the surrounding area, which supports the aims of the Charity;

(c) any LGBTQ+ sections of trade unions, or other professional bodies, based in the local government district of Bradford or the surrounding area, which support the aims of the Charity;

(d) any other individual or organisation in the local government district of Bradford or the surrounding area, who supports the aims of the Charity.

(e) No individual person or organisation shall be admitted as a member of the Charity until an application for membership has been approved by the Trustees.

(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 Charity 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 to anyone else.

(5) If any member shall fail to observe any of the articles or rules of the Charity ...

(6) The Directors must keep a register of names and addresses of the members.

## **Classes of Membership**

3(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 these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members. Termination of Membership

4. Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Charity is not paid in full within six months of it falling due;

(4) 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:

(a) 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;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

### **General meetings**

5(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) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6 The Directors may call an extraordinary general meeting at any time.

### **Notice of general meetings**

7(1) The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
- fourteen clear days for all other extraordinary general meetings.

(2) A general meeting may be called by shorter notice if it is so agreed:

- in the case of an annual general meeting, by all the members entitled to attend and vote; and
- in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 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. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Directors and auditors.

8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at general meetings**

9(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is twenty members or one twentieth of all members entitled to vote upon the business to be transacted, whichever is the greater.

10(1) If

a) a quorum is not present within half an hour of 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 Board may determine.

10(2) The Board 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.

10(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 at that time shall constitute the quorum for that meeting.

11(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 and entitled to vote must choose one of their number to chair the meeting.

12(1) The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by an ordinary resolution of members present), adjourn the meeting.

12(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.

12(3) No business shall be transacted at an adjourned meeting other than business that properly might have been transacted at the meeting had an adjournment not taken place.

12(4) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13 (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 (i.e. a formal count of votes) is demanded:

a. by the Chair; or

b. subject to the provisions of Article 8 by at least 10 members having the right to vote at the meeting.

10 (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 Charity 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.

14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **Written Resolutions**

15(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 by 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.

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

15(3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

16(1) Subject to Articles 3 every member, whether an individual or an organisation shall have one vote.

(2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.

17 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.

18(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

(3) 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. Directors A Director must be a natural person (i.e. a human being, not a Company ) aged 16 years or over.

19(1) No person who is not a member of the Charity shall in any circumstances be eligible to hold office as a voting Board Member.

20. The number of Directors shall be not less than 3 but (unless otherwise determined by ordinary resolution) not more than 14.

21. The Board may from time to time appoint any member of the Charity to be a member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next Annual General Meeting but shall be eligible for re-election.

22. No Board Member shall hold office for more than eight consecutive years. On the expiration of such period one further year must elapse before any such member shall be eligible for re-election.

23. The Charity may from time to time by special resolution increase the maximum number of Board Members.

24. The first Directors shall be those persons notified to Companies House as the first directors of the Charity.

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

26. The Board may appoint any persons to attend any of its meetings without the power to vote.

27. In addition and without prejudice to the provisions of section 303 of the Act the Charity may by Special Resolution remove any member of the Board before the expiration of his/her period of office and may by a Special Resolution appoint another member in his/her place; but any person so appointed shall hold office so long only as the member in whose place he/she was appointed would have held the same had he/she not been removed.

### **Powers of Directors**

28(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 Act, the memorandum, these articles or any special resolution.

(2) No alteration of the memorandum or these 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.

29. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers:

29 (1) To expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;

29 (2) To enter into contracts on behalf of the Charity;

29 (3) To create such Sub-Committees of the Board as the Board shall think appropriate to carry out the business of the Charity provided that any such Sub-Committees shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the Sub-Committees and their rules and procedures. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board.

30. The Board Members may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to membership of the Company, filling up vacancies on the Board or of summoning a General Meeting.

### **Retirement of Directors**

31. At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members 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 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.

32(1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) 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.

## **The Appointment of Directors**

33. The Charity may by ordinary resolution:

- appoint a person who is willing to act to be a Director; and
- determine the rotation in which any additional Directors are to retire.

34. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

(1) he or she is recommended for re-election by the Directors; or

(2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a Director

(c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

35. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

36(1) The Directors may appoint a person who is willing to act to be a Director.

(2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

37. 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.

38. No person may be appointed a Board Member unless:

38.1 He/she has attained the age of 16 years; and

38.2 He/she is a member or a representative of a member organisation of the Charity; and

38.3 If elected, he/she would not have been disqualified under the terms of Article 39.

### **Disqualification and removal of Directors**

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

- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- (2) 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);
- (3) ceases to be a member of the Charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (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
- (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.

### **Directors' remuneration**

40. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

### **Proceedings of Directors**

41(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 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 the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

42(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.

(2) The quorum shall be two or the number nearest to one third of 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.



43 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.

44(1) The Directors shall 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 these articles or delegated to him or her by the Directors.

45(1) A resolution in writing signed by 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.

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors. Delegation

46(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:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the 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.

47 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 Charity and any personal interest (including but not limited to any personal financial interest).

48 All acts done by a meeting of the Board, or of a sub-committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was disqualified from holding office, or had vacated office, or were not entitled to vote, be, with the consent of the Board, as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.

## **Seal**

49 If the Charity has a seal it must only be used by the authority of the Directors or of a subcommittee 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 or by a second Director.

## **Minutes**

50 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
  - the names of the Directors present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

## **Accounts**

51(1) The Directors must prepare for each financial year accounts as required by the Act and the requirements of the Charities Acts.

(2) Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two people out of four people as authorised by the Board.

## **Annual Report and Returns**

52(1) The Directors must comply with the requirements of the Act and the Charities Act 1993 with regard to:

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

## **Notices**

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

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

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

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address;  
or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

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

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

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

(2) Proof that 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.

(3) A 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 communication, 48 hours after it was sent.

### **Indemnity**

57 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

58(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 Act or by these 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 byelaws.
- (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 byelaws, shall be binding on all members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers

.....

Dated:.....

Witness to the above Signatures: .....

Name: .....

Address: .....

Occupation: .....