

Company Number: 07471625

The Companies Act 2006

**Company Limited by Guarantee and not
having a Share Capital**

Articles of Association

of

The Northumbrian Pipers' Society

The logo for Muckle LLP, featuring the word "Muckle" in a large, white, sans-serif font, with "LLP" in a smaller, white, sans-serif font to its upper right, all set against a solid black rectangular background.

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1. Definitions and Interpretation

1.1 In these Articles the following words and expressions shall (except where the context otherwise requires) have the following meanings:

Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Address	a postal address or for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages, in each case registered with the Charity;
Articles	these Articles of Association of the Charity;
Charity	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;
Commission	the Charity Commission for England and Wales;
Directors	the directors of the Charity. The Directors are charity trustees as defined by section 97 of the Charities Act 1993;
Electronic Form	has the meaning given in section 1168 of the Act;
Memorandum	the memorandum of association of the Charity;
Northumbrian Pipes	includes Northumbrian small pipes and Half-long or Border pipes;
Office	the registered office of the Charity;
Officers	includes the Directors and the Secretary (if any);
Seal	the common seal of the Company;
Secretary	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 and any person appointed to perform the duties of the secretary

temporarily or in any particular case; and

United Kingdom

Great Britain and Northern Ireland.

- 1.2 In these Articles words importing the masculine gender include the feminine and neuter genders and vice versa and words importing the singular number include the plural and vice versa and references to persons shall include bodies corporate unincorporated associations and partnerships.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations become binding on the Charity.
- 1.4 Subject to Article 1.3 any reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- 1.5 The headings used in these Articles are included for convenience only and shall be ignored in construing the language or meaning of the Articles.

2. Name and Office

- 2.1 The Charity's name is The Northumbrian Pipers' Society.
- 2.2 The registered office is to be situated in England.

3. Liability of Members

- 3.1 The liability of the members is limited.
- 3.2 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 ceased to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. Objects

The Charity's objects (**Objects**) are:

- 4.1 to advance art, culture and heritage through encouraging the playing, study, making and development of the Northumbrian Pipes and their music and raising awareness of the Northumbrian Pipes and their music; and

4.2 to advance the education of the public in relation to the study, playing, making and development of the Northumbrian Pipes.

5. 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):

5.1 to raise funds and invite and receive contributions. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.2 to accept gifts of money, shares, land, property and works of art in furtherance of any of the charitable purposes included in the Objects;

5.3 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use and to construct, and alter buildings or erections;

5.4 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 as amended by the Charities Act 2006 and any other legal requirements;

5.5 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, copyrights, licences and the like;

5.6 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, as amended by the Charities Act 2006, if it wishes to mortgage land;

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

5.8 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purpose included in the Objects;

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

- 5.10 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.11 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 Article 6 and provided it complies with the conditions in that article;
- 5.12 to:
- 5.12.1 deposit or invest funds;
 - 5.12.2 employ a professional fund-manager; and
 - 5.12.3 arrange for the investments or other property of the Charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.13 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- 5.14 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and a charity;
- 5.15 to hold exhibitions, concerts, meeting, lectures, classes, seminars and courses either alone or with others and to charge fees as appropriate according to the ability to pay; and
- 5.16 to do all such other lawful things as are necessary for the achievement of the Objects.

6. Income and Property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 A Director is entitled to reimbursement 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.
- 6.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense, in accordance with Article 5.13 above.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances set out in Article 29.

- 6.5 Subject to the provisions of these Articles, a Director or connected person may take part in the Charity's fundraising activities.
- 6.6 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:
- 6.6.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- 6.6.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.7 No Director or connected person may:
- 6.7.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 6.7.2 sell goods, services or any interest in land to the Charity;
- 6.7.3 be employed by, or receive any remuneration from the Charity;
- 6.7.4 receive any other financial benefit (direct or indirect) from the Charity;
- unless:
- 6.7.5 the payment is permitted by Article 6.8, does not exceed an amount that is reasonable in all the circumstances, and the Directors follow the procedure and observe the conditions set out in Article 6.9; or
- 6.7.6 the payment is for reimbursement of reasonable out of pocket expenses actually incurred in relation to carrying out the Directors' duties; or
- 6.7.7 the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 6.8
- 6.8.1 A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity and may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 6.8.2 A Director or connected person may enter into a contract for the supply of 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 section 73A to 73C of the Charities Act 1993.

- 6.8.3 A company of which a Director or connected person 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.
- 6.8.4 A Director or connected person may receive rent for premises let by the Director or connected person to the Charity at the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.8.5 The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

6.9

- 6.9.1 The Charity and its Directors may only rely upon the authority provided by Article 6.8 if each of the following conditions is satisfied:
- 6.9.1.1 the amount or maximum amount of the payment for the goods and services is set out in writing between (1) the Company and (2) the Director or connected person supplying the goods and services;
 - 6.9.1.2 the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
 - 6.9.1.3 the Director is absent from the part of any meeting at which there is discussion of:
 - 6.9.1.3.1 his or her remuneration or any matter concerning the contract; or
 - 6.9.1.3.2 his or her performance of the contract; or
 - 6.9.1.3.3 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 Article 6.6; or
 - 6.9.1.3.4 any other matter relating to a payment or the conferring of any benefit permitted by Article 6.8;

- 6.9.1.4 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;
 - 6.9.1.5 the other Directors are satisfied that it is in the interests of the Charity to employ or to contract 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 the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interests);
 - 6.9.1.6 the reason for their decision is recorded by the Directors in the minute book; and
 - 6.9.1.7 does not result in a majority of the Directors having received a financial benefit in respect of the same activities at the same time.
- 6.9.2 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- 6.9.2.1 a partner;
 - 6.9.2.2 an employee;
 - 6.9.2.3 a consultant;
 - 6.9.2.4 a director; or
- 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.
- 6.10 In Articles 6.2 – 6.9:
- 6.10.1 "Charity" shall include any company in which the charity holds:
 - 6.10.1.1 more than 50% of the shares; or
 - 6.10.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 6.10.1.3 has the right to appoint one or more directors to the board of the company; and
 - 6.10.2 "connected person" shall include any child, parent, grandchild, grandparent, brother, sister or spouse or civil partner of the Director or any person living with the Director as his or her partner.

7. **Members**

- 7.1 The subscribers to the Memorandum are the first members of the Charity.
- 7.2 Membership is open to any individual or organisation who is interested in furthering the objects of the Charity and applies to the Charity in such form as required by the Directors.
- 7.3 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.
- 7.4 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 7.5 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.
- 7.6 Membership is not transferable to anyone else.
- 7.7 The Directors must keep a register of names and addresses of the members.
- 7.8 The Directors shall be entitled to recommend to charge such membership fee, and change such membership fee, as they shall determine acting in their entire discretion but such fee shall not be effective until approved by the members.

8. **Classes of Membership**

- 8.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. The Directors may also recognise one or more classes of supporters who are not Members (but who may nevertheless be termed "members").
- 8.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.3 The rights attached to a class of membership may only be varied if:
- 8.3.1 three-quarters of the members of that class consent in writing to the variation; or
 - 8.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 8.4 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.

9. Termination of Membership

Membership is terminated if:

- 9.1 the member dies or, if it is an organisation, ceases to exist;
- 9.2 the member resigns by written notice to the Charity unless, after the resignation, there would be less than three members;
- 9.3 any sum due from the member to the Charity is not paid in full within three months of it falling due and the Directors resolve that such membership is terminated;
- 9.4 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:
 - 9.4.1 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
 - 9.4.2 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.

10. General meetings

The Directors may call a general meeting at any time.

11. Notice of general meetings

- 11.1 A general meeting (except an annual general meeting) shall be called by at least fourteen Clear Days' notice and an annual general meeting shall be called by at least twenty eight Clear Days' notice. 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 95 per cent of the total voting rights.
- 11.2 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 Act and the Articles.
- 11.3 In accordance with section 325(1) of the Act, in every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that:

- 11.3.1 a member entitled to attend and vote is entitled to appoint one or multiple proxies to attend, speak and vote instead of him;
- 11.3.2 in the event that a member wishes to appoint multiple proxies, the member may not appoint more than one proxy per vote in the Company held by the member; and
- 18.3 a proxy need not also be a member.
- 11.4 The notice must be given to all the members and to the Directors and auditors of the Charity (if any).
- 11.5 The Charity shall hold an annual general meeting each calendar year. The first annual general meeting shall be held within eighteen months of incorporation and not more than fifteen months shall elapse between each annual general meeting.
- 11.6 Each annual general meeting shall be held for the following purposes:
 - 11.6.1 to approve a report, submitted by the Chairman, on the work and activities of the Charity during the previous year;
 - 11.6.2 to approve the financial statement by the Honorary Treasurer for the previous financial year;
 - 11.6.3 to receive reports and financial statements from any branches in accordance with Article 22 and any sub-committees on their work and activities during the previous year;
 - 11.6.4 to elect any persons to vacancies on the Board of Directors. Any nominations should be submitted prior to the meeting, but will also be accepted on the day;
 - 11.6.5 to elect an Auditor to audit the Society's accounts (if required by law) for the ensuing financial year;
 - 11.6.6 to elect a Newsletter Editor and Journal Editor such persons to be appointed for a period of two years and so such business shall only be dealt with once every two years;
 - 11.6.7 to approve any proposed changes to any membership fees for the following year;
 - 11.6.8 to approve the election by the Directors of any honorary positions including Vice Presidents;

11.6.9 to elect a President such person to be appointed for a period of three years and so such business shall only be dealt with once every three years. The President shall be entitled to chair meetings of the members; and

11.6.10 to consider any other business.

11.7 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.

12. **Proceedings at general meetings**

12.1 No business shall be transacted at any general meeting unless a quorum is present.

12.2 A quorum is 20 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

12.3 The authorised representative of a member organisation shall be counted in the quorum.

12.4 If:

12.4.1 a quorum is not present within half an hour from the time appointed for the meeting;

or

12.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

12.5 The Directors must reconvene the meeting and must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.

12.6 General meetings shall be chaired by the President appointed in accordance with Article 11.6. In the absence of a President, the chair shall be a Vice President.

12.7 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.

12.8 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

12.9 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.

12.10 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.

- 12.11 If a meeting is adjourned by a resolution of the members for more than seven days, at least fourteen Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 12.12 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:
- 12.12.1 by the person chairing the meeting; or
- 12.12.2 by at least two members having the right to vote at the meeting; or
- 12.12.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 12.13 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 12.14 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.
- 12.15 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.
- 12.16 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 12.17 If a poll is demanded:
- 12.17.1 on the election of a person to chair a meeting or on a question of adjournment the poll must be taken immediately;
- 12.17.2 on any other question the poll must be taken either immediately or at such time and place as the person who is chairing the meeting directs;
- 12.17.3 the poll must be taken within thirty days after it has been demanded;
- 12.17.4 and it is not taken immediately then at least fourteen clear days' notice shall be given specifying the time and place at which the poll is to be taken; and
- 12.17.5 the meeting may continue to deal with any other business that may be conducted at the meeting.

12.18 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.

12.19 A resolution in writing signed by a simple majority of the members, or in the case of a special resolution by a majority of not less than 75%, (or in the case of a member that is an organisation, by its authorised representative) 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 the requisite number of members has signified their agreement and returned the written resolutions within the period of 28 days beginning with the circulation date. It may comprise several copies each signed by or on behalf of one or more members.

13. **Votes of Members**

13.1 Subject to Articles 8, 12.18 and 13.2, every member shall have one vote.

13.2 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.

13.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

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

13.5 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.

13.6 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.

14. **Directors**

14.1 A Director must be a natural person aged 18 years or older and support the Objects of the Charity.

- 14.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 18.
- 14.3 The number of Directors shall not be less than three and (unless otherwise determined by ordinary resolution) shall be subject to a maximum of twelve.
- 14.4 The Directors shall include:
- 14.4.1 a Chairperson;
 - 14.4.2 a Vice-Chair;
 - 14.4.3 a Secretary; and
 - 14.4.4 a Treasurer.
- 14.5 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 14.6 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.
15. **Powers of Directors**
- 15.1 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 Acts, the Articles or any special resolution.
- 15.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 15.3 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.
16. **Retirement and Term in Office**
- 16.1 All Directors will be appointed for a two year term, and on stepping down after that initial two year term (as appropriate) will be eligible for reappointment.
- 16.2 If a Director is required to retire at a general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
17. **Appointment of Directors**
- 17.1 The Directors may appoint any person who is willing to be a Director.
- 17.2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.

17.3 The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

18. Disqualification and removal of Directors

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

18.1 ceases to be a Director by virtue of any applicable provision in the Acts or is prohibited by law from being a Director;

18.2 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);

18.3 ceases to be a member of the Charity;

18.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

18.5 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

18.6 is absent without the permission of the Directors from all their meetings held within a period of twelve consecutive months and the Directors resolve that his or her office be vacated.

19. Directors' remuneration

The Directors must not be paid any remuneration unless it is authorised by Article 6.

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 The Secretary (if any) must call a meeting of the Directors if requested to do so by a Director.

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

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

20.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

20.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable

electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

20.8 The quorum shall be five (including two of the Chairperson, Vice Chair, Secretary and Treasurer) or such larger number as may be decided from time to time by the Directors.

20.9 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

20.10 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.

20.11 The Directors, or the members, shall appoint a Director to chair their meetings and such appointment shall last for a period of 24 calendar months, if such appointment is not revoked by the members or the Directors.

20.12 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.

20.13 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.

20.14 A resolution in writing signed by all of 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.

20.15 A resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

20.16 The Directors shall meet a minimum of four times per calendar year.

21. **Delegation**

21.1 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.

21.2 The Directors may impose conditions when delegating, including the conditions that:

21.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and

- 21.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 21.3 The Directors may revoke or alter a delegation at any time.
- 21.4 All acts and proceedings of any committee must be fully and promptly reported to the Directors.
- 21.5 Subject to Article 21.2, 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:
- 21.5.1 who was disqualified from holding office;
- 21.5.2 who had previously retired or who had been obliged by the constitution to vacate office; or
- 21.5.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- 21.5.4 the vote of that Director; and
- 21.5.5 that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- 21.6 Article 21.1 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 21.1, the resolution would have been void, or if the Director has not complied with Article 20.
- 22. Branches**
- 22.1 The Directors may establish a branch of the Charity but the terms under which any branch is established must be recorded in the minute book.
- 22.2 The Directors may impose conditions when establishing a branch of the Charity, including the conditions that:
- 22.2.1 the relevant powers are to be exercised exclusively by the branch; and
- 22.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with the terms under which the branch was established and the objects of the Charity.
- 22.3 All acts and proceedings of any branch must be fully and promptly reported to the Directors as set out in the terms under which the branch was established.

23. **Directors' Conflicts of Interests**

23.1 The Directors may, in accordance with the requirements set out in this Article 23, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest (**Conflict**).

23.2 Any authorisation under this Article 23 will be effective only if:

23.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

23.2.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and

23.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

23.3 Any authorisation of a matter under this Article 23 may (whether at any time of giving the authority or subsequently):

23.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

23.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; and

23.3.3 be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

23.4 In authorising a Conflict the Directors may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Charity and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:

23.4.1 disclose such information to the Directors or to any Director or other officer or employee of the Charity; or

23.4.2 use or apply any such information in performing his duties as a Director;

where to do so would amount to a breach of that confidence.

- 23.5 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- 23.5.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 23.5.2 is not given any documents or other information relating to the Conflict; or
 - 23.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 23.6 Where the Directors authorise a Conflict:
- 23.6.1 the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict; and
 - 23.6.2 the Director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.
- 23.7 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Charity for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Charity in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 24. Directors' Declaration of Interest**
- 24.1 A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Charity shall declare the nature and extent of his interest to the other Directors before the Charity enters into the transaction or arrangement in accordance with the Acts.
- 24.2 A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Charity shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Acts, unless the interest has already been declared under Article 24.1.
- 24.3 Subject, where applicable, to the disclosures required under Article 24.1 and Article 24.2 and to any terms and conditions imposed by the Directors in accordance with Article 22, a Director

shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the company in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

24.4 A Director need not declare an interest under Article 24.1 and Article 24.2 as the case may be:

24.4.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

24.4.2 of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware;

24.4.3 if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or

24.4.4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

25. **Minutes**

The Directors must keep minutes of all:

25.1 appointments of Officers made by the Directors;

25.2 proceedings at meetings of the Charity;

25.3 meetings of the Directors and committees of Directors including:

25.3.1 the names of the Directors present at the meeting;

25.3.2 the decisions made at the meetings; and

25.3.3 where appropriate the reasons for the decisions.

26. **Accounts**

26.1 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.

26.2 The Directors must keep accounting records as required by the Acts.

27. **Annual Report and Return and Register of Charities**

27.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:

27.1.1 the transmission of the statements of account to the Charity;

- 27.1.2 the preparation of an annual report and its transmission to the Commission; and
- 27.1.3 the preparation of an annual return and its transmission to the Commission.
- 27.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 28. Notices**
- 28.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 28.2 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing, or must be given in electronic form.
- 28.3 The Company may deliver a notice or other document to a member:
- 28.3.1 by delivering it by hand to the address recorded for the member on the register;
- 28.3.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register;
- 28.3.3 by fax to a fax number notified by the member in writing;
- 28.3.4 by electronic mail to an address notified by the member in writing; or
- 28.3.5 by a website the address of which shall be notified to the member in writing.
- 28.4 This Article does not affect any provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.
- 28.5 A member present either in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.
- 28.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty eight hours after the envelope containing it was posted.
- 28.7 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the

2006 Act. Notice shall be deemed to be given in the case of an electronic form of communication, 48 hours after it was sent.

29. Indemnity

The Charity shall indemnify every Officer of the Charity against any liability incurred by him or her in that capacity in successfully defending legal proceedings, whether civil or criminal, in that capacity or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Charity to the extent permitted by sections 232 to 234 of the 2006 Act.

30. Rules

30.1 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.

30.2 The bye laws may regulate the following matters but are not restricted to them:

30.2.1 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;

30.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

30.2.3 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;

30.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Acts or by these Articles; and

30.2.5 generally, all such matters as are commonly the subject matter of company rules.

30.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

30.4 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.

30.5 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 Memorandum or the Articles.

31. Funds

The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Charity in the name of the Charity at such bank as the Directors shall from time to time determine.

32. Seal

32.1 If the Company has a Seal it shall 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 or by a second Director.

32.2 Where the Act so permits any instrument signed by one Director, by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the Directors (or a committee of the Directors) in that behalf.

33. Dissolution

33.1 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:

33.1.1 directly for the Objects; or

33.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

33.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

33.2 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:

33.2.1 directly for the Objects; or

33.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

33.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

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