

Articles of Association for a Charitable Company Limited by Guarantee

Articles of Association of The Communications Museum Trust
Adopted: 2/12/2015

1. Name

The name of the company is: The Communications Museum Trust Ltd.

2. Interpretation

In the Articles:

'address' means a postal address, fax number, email address or telephone number

'the articles' means the charities Articles of Association (this entire document)

'this Article' means the numbered Article in which the phrase appears

'the charity' means the company intended to be regulated by the articles

'clear days' in relation to the period of notice means a period excluding:
the day when the notice is given or deemed to be given
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 in so far as they apply to the charity

'the directors' means the directors (trustees) of the charity. The directors are charity trustees as defined by the Charities Act 2011

'the memorandum' means the charity's Memorandum of Association

'officers' means the directors AND the secretary

'secretary' is the company secretary as defined by the Companies Act

'United Kingdom' means Great Britain and Northern Ireland.

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

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

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

3. Liability of Members

The liability of members is limited to a sum not exceeding £5, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up whilst they are a member or within 1 year after they cease to be a member, for:

- 1) payment of the charity's debts and liabilities;

- 2) payment of the costs, charges and expenses of winding up;
- 3) adjustment of the rights of the contributories among themselves.

4. Objects

The charity's objectives ("Objects") are specifically restricted to the following:

- 1) To advance science and heritage in communications for the public benefit by preserving, maintaining and preparing equipment and artefacts for exhibition to the public.
- 2) To advance the education of the public in the science of communications.
- 3) To advance the education of the public by establishing and maintaining a museum of communications.

5. Powers

The charity has the power to do anything which is calculated to further its Objects or is conducive or incidental in doing so. In particular the charity has the power:

- 1) to raise funds. In doing so the charity must not undertake any taxable permanent trading activity and must comply with any statutory regulations;
- 2) to buy, take on lease, hire or otherwise acquire 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 charity. In doing so the charity must comply with appropriate sections of the Charities Act 2011.
- 4) 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 or as security for a grant or the discharge of an obligation. The charity must comply with the relevant sections of the Charities Act 2011 when mortgaging land;
- 5) to co-operate with other 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 in the Objects;
- 7) to acquire, merge or enter into any partnership or joint venture agreement with any other charity;
- 8) to set aside income as reserve against future expenditure but only in accordance with a written policy about reserves;
- 9) to employ and remunerate staff as 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 7;
- 10) to:
 - a) deposit or invest funds;
 - b) employ a professional fund manager;
 - c) 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;

11) to provide indemnity insurance for the directors in accordance with the Charities Act 2011 paid out of the funds of the charity;

12) to pay out of the funds of the charity the costs of forming and registering the company both as a company and as a charity, and the associated ongoing administration costs.

6. Application of income and property

1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

2)

a) A director is entitled to be reimbursed from the property or funds of the charity, or may pay out of such property / funds reasonable expenses properly incurred by him / her when acting on behalf of the charity so long as the directors have not passed a resolution temporarily preventing such payments to protect the charity's liquidity;

i) Any such resolution must be renewed or repealed within 12 months from its effective date.

b) A director may benefit from trustee/director indemnity insurance cover purchased at the charity's expense in accordance with the Charities Act 2011 and subject to sub-clause 2e of this article.

c) A director may receive indemnity from the charity in the circumstances specified in Article 57 and subject to sub-clause 2e of this article.

d) A director may not receive any other benefit or payment unless it is authorised by Article 7.

e) The directors may pass a resolution temporarily preventing payments for director/trustee indemnity insurance to protect the charity's liquidity;

i) Any such resolution must be renewed or repealed within 12 months from its effective date.

3) Subject to Article 7 none of the income or property of the charity may be paid or transferred directly or indirectly by way of a dividend or bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who may or may not be a director also receiving:

a) benefit from the charity in capacity of a beneficiary of the charity;

b) reasonable remuneration for any goods or services provided to the charity, subject to Article 7.

7. Benefits and payments to charity directors and connected persons

1) General Provisions

No director or connected person may:

a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

b) sell goods or 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 the payment is permitted by sub-clause 2 of this Article or authorised by the court or Charity Commission.

In this Article a 'financial benefit' means a benefit direct or indirect which is either money or has a monetary value.

2) Scope and powers permitting directors and connected persons financial benefit

- a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- b) A director or connected person may enter into a contract for the supply of goods or services or of goods that are supplied in connection with the provision of services to the charity where that is permitted in accordance with the Charities Act 2011.
- c) Subject to sub-clause 3 of this Article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- d) A director or connected person may receive interest on money lent to the charity at a reasonable rate which must not be more than the Bank of England base rate.
- e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.
- f) A director or connected person may take part in normal trading and fundraising activities of the charity on the same terms as members of the public.

3) Payment for supply of goods only

The charity and its directors may rely only upon the authority provided by sub-clause 2c of this Article if EACH of the following conditions are satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity directors and the individual director or connected person supplying the goods ('the supplier').
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the goods in question.
- c) The other directors are satisfied that it is in the best interest of the charity 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 where there is discussion of the proposal to enter into contract or arrangement with him/her for the supply of goods.
- 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 the directors decision to contract with the supplier is recorded in the

minutes.

4) Definitions for Article 7

- a) In this Article 'charity' includes any company in which the charity:
 - i) holds more than 50% of the shares; or
 - ii) controls more than 50% of voting rights attached to the shares; or
 - iii) has the right to appoint one or more directors to the board of the company.
- b) 'connected person' is any person defined in Article 61.

8) Declaration of directors interests

A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity. A director must absent themselves from any discussions of the directors in which it is possible that a conflict of interest will arise between the directors duty to act solely in the interest of the charity and their personal interest.

9) Conflicts of interest and conflicts of loyalty

- 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 unconflicted directors may authorise such a conflict of interest where the following conditions apply:
 - a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - c) the unconflicted directors consider it in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 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 connected person.

10) Members

- 1) The subscribers to the memorandum are the first members of the charity.
- 2) Membership is open to other individuals or organisations who:
 - a) apply to the charity in the form required by the directors; and
 - b) are approved by the directors; and
 - c) pay the requisite membership fee for the class and period of membership in force at the time.
- 3)
 - a) The directors may refuse an application for membership if they consider it in the best interests of the charity to refuse the membership.
 - b) The directors must inform the applicant in writing of the reasons for the refusal within 28 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 but shall be final.

4) Membership is not transferable.

5) The directors must keep a register of names and addresses of members.

11) Classes of membership

1) The directors may establish different classes of membership with different rights and obligations and shall record the class of each member in the register of members.

2) The rights attached to a class of membership may only be varied if 75% of the members of that class consent by passing of a resolution. When calculating this percentage the resulting number of members must be rounded up if it is not a whole number.

3) The provisions in the articles about general meetings shall apply to any meeting relating to the rights of any class of member.

12) Termination of membership

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;

3) the membership fee is not paid, or if paid electronically, a charge-back occurs;

4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity for their membership to be terminated. Such a resolution may only be passed if:

a) the member has been given twenty-one clear days notice of the meeting of the directors at which the resolution will be proposed;

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

13) Annual General meetings

1) The charity must hold its first AGM within eighteen months (18 months) after the date of its incorporation.

2) An AGM must be held each subsequent year and not more than fifteen months (15 months) may elapse between successive AGMs.

14) Extraordinary General meetings

The directors may call a general meeting (EGM) at any time.

15) Notice of general meetings

1) The minimum periods of notice required to hold a general meeting are:

a) twenty-one clear days (21 clear days) for an AGM or EGM where resolutions may be passed;

b) fourteen clear days (14 clear days) for an EGM where no resolutions are to be

passed.

2) A general meeting may be called by shorter notice if it is so agreed by a majority of members having a right to attend and vote at the meeting, being a majority who together hold at least 75% of the total voting rights. When calculating this percentage the resulting number of members must be rounded up if it is not a whole number.

3) The notice must specify the date, time and location of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, it must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under the Companies Act 2006 and Article 22.

4) The notice must be given to all members, directors and auditors.

16) Failure to notify (general and directors meetings)

The proceedings at a meeting shall NOT be invalidated because a person or organisation who was entitled to receive notice of the meeting did not receive it because of:

- a) an accidental omission by the charity; or
- b) failure of the postal or electronic communication system used to convey the notice.

17) Proceedings at General meetings

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

2) A quorum is:

- a) if the total membership at the time is 10 or less, then 3 members present, either in person or by proxy, and entitled to vote upon the business being conducted; or
- b) If the total membership at the time is 11 or more, then 25% of the total membership at the time. When making this calculation, the resulting number of members should be rounded up if it is not a whole number.

3) The authorised representative of a member organisation shall be counted in the quorum and the organisation counted when determining the total membership at the time.

4) Any non member wishing to attend must notify the charity, and the charity must receive that notice at least 10 (ten) clear days prior to the meeting.

18) Proceedings for lack of quorum at general meetings

1) If:

- a) a quorum is not present within 30 minutes 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 a time and place as the directors shall determine.

2) The directors must reconvene the meeting at a later date, and give at least seven days (7 days) clear notice of the reconvened meeting with the date, time and location.

3) If no quorum is present at the reconvened meeting within 30 minutes of the time appointed for the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

19) Chairing of general meetings

- 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 appointed, or he/she is not present within fifteen minutes (15 minutes) of the time appointed for the meeting a director nominated by the directors present shall chair the meeting.
- 3) If there is only one director present and willing to act, he or she may chair the meeting.
- 4) If no director is present who is willing to chair the meeting within fifteen minutes (15 minutes) of the time appointed for the meeting the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

20) Adjournment of general meetings where a quorum does exist

- 1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting be adjourned; or
- 2) The person chairing the meeting may adjourn a meeting if it appears to the chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 3) 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
- 4) No business shall be conducted at a reconvened meeting that was not originally planned to be conducted at the meeting which was adjourned.
- 5) If a meeting is adjourned for a different day then at least 7 days clear notice must be given stating the reconvened meetings date, time and location.

21) Voting at general meetings

- 1) Any vote at a meeting shall be decided by a poll.
- 2) The poll may be conducted electronically or on paper, the choice is at the directors discretion as to which they feel is the most practical to organise and co-ordinate in the circumstances.
- 3) The result of the poll shall be deemed to be the resolution of the meeting at which the poll took place.
- 4)
 - a) A poll demanded on the election of a person to chair the meeting or on a question of adjournment of the meeting must be taken immediately.
 - b) A poll demanded on any other question may be taken at any time and place as the person chairing the meeting directs.
 - c) A poll must be taken within 30 days after it has been demanded.
 - d) If the poll is not to take place during the meeting then at least 7 days clear 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.

22) Proxy notices

Under the Companies Act members have a legal right to appoint proxies to vote at general meetings.

- 1) Proxies may only validly be appointed by the member giving notice to the secretary in writing which:
 - a) states the names, address and membership number of the member appointing the proxy;
 - b) identifies the person appointed to be that members proxy and the general meeting date & time in relation to which that person is authorised to act as proxy;
 - c) is signed by the member appointing the proxy or is authenticated in such a manner as the directors may determine;
 - d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which the proxy is being appointed for.
- 2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 3) Proxy notices may specify how the proxy appointed under them is to vote, or that the proxy is to abstain from voting on one or more resolutions however the charity is not obliged to ensure the proxy votes in accordance with these instructions.
- 4) Unless a proxy notice indicates otherwise it must be treated as:
 - a) allowing the person appointed under it discretion as to how to vote on any resolutions; and
 - b) appointing that person as a proxy in relation to any adjournment of the meeting to which it relates.
- 5) A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting (or any adjournment of it) even if a valid proxy notice has been delivered to the charity by or on behalf of that person.
- 6) An appointment of a proxy may be revoked by delivering to the charity a notice in writing, by or on behalf of, the person by whom or on whose behalf the proxy was appointed.
- 7) 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.
- 8) If a proxy notice is not executed by the person appointing the proxy then it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointers behalf. This written evidence must satisfy the directors as to authenticity of the proxy appointment and the directors may at their discretion refuse to accept a proxy appointment if they are not wholly satisfied as to the authenticity of the appointment request.
- 9) When the person appointed as proxy arrives at the meeting they must satisfy the directors as to their identity and the directors may at their discretion refuse to admit a person purporting to be a proxy if they are not wholly satisfied as to the identity of that person.

23) Written Resolutions

- 1) A resolution in writing agreed by a simple majority (or in the case of a special resolution at

least 75%) of the members who would have been entitled to vote upon it, had 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, either in hard copy or electronic form;
- b) a simple majority (or in the case of a special resolution at least 75%) of the members who would have been entitled to vote upon it has signified their agreement to the resolution; and
- c) it is contained in an authenticated document which has been received at the registered office within a period of 28 days beginning with the circulation date.
- d) a document sent in hard copy form is sufficiently authenticated by the signature of the person sending or supplying it
- e) a document sent in electronic form is sufficiently authenticated if:
 - i) the identity of the sender is confirmed in a manner specified by the charity; or
 - ii) the communication contains a statement of the identity of the sender and the company has no reason to doubt the truth of that statement.

2) A resolution in writing may comprise:

- a) a hard copy or electronic document to which the required number of members have signified their agreement as required by sub-clause 1 of this Article. Such a resolution may be proposed by any member; or
- b) an electronic vote conducted in a secure manner specified by the charity. Such a resolution may only be proposed by a director.

3)

- a) in the case of a member that is an organisation, its authorised representative may signify its agreement.
- b) When electronic voting is used, the login credentials for the organisation are supplied to that organisation and it is an internal matter for the organisation as to who is authorised to use them. The charity shall not be required to consider whether the login credentials have been used by someone who the organisation did not wish to use them.

24) Votes of members

Subject to Article 11 every member whether an individual or an organisation shall have one vote.

25) Objection to voters qualification

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

26) Representatives of Members who are organisations

- 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. That person may or may not also be a member themselves as an individual.
- 2) The organisation must give written notice to the charity of the name of its representative and that notice must be received by the charity at least 10 clear days before the meeting they wish

to attend. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity within the time specified in this article. The representative 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 representative is entitled to represent the organisation and that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

4) When the person appointed as representative arrives at the meeting they must satisfy the directors as to their identity and the directors may at their discretion refuse to admit a person purporting to be a representative if they are not wholly satisfied as to the identity of that person.

5) When electronic voting is used the login credentials for the organisation are supplied to that organisation and it is an internal matter for the organisation as to who is authorised to use them. The charity shall not be required to consider whether the login credentials have been used by someone who the organisation did not wish to use them.

27) Directors

1) a director must be a natural person aged 16 year or older and an individual member of the charity.

2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 39.

28) Make up of board of directors

1) The minimum number of directors shall be 3.

2) The maximum number of directors shall be 10.

3) The board of directors will consist of at least 3 and up to 8 directors elected by members. In addition to these elected directors, the directors may choose to co-opt up to 2 other individual members to be directors if those members have particular skills, or expertise in a subject which the directors consider useful to the charity.

29) Initial directors

The first directors shall be those persons notified to Companies House as the first directors of the charity when the company is incorporated.

30) Director proxy

A director may NOT appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

31) Powers of directors

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 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 the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

32) Retirement of directors

At each annual general meeting all the directors automatically retire from office unless they stand for re-election and are so elected by the members. If by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors then the existing directors do not automatically retire.

33) Retirement of directors

If a director retires at an annual general meeting by provision of the articles then the retirement shall take effect upon the conclusion of the meeting.

34) Appointment of directors

The charity may by ordinary resolution appoint a person who is willing to be a director.

35) Appointment of directors

No person other than a director retiring and standing for re-election may be appointed a director at a general meeting unless:

- 1) he or she is recommended by the directors for election; or
- 2) not less than fourteen (14) and not more than thirty-five (35) clear days before the meeting the charity is given a notice that:
 - a) signed by at least 2 members entitled to vote at that meeting, not including the person being nominated;
 - b) states the members 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.

36) Notification of resolution to elect director

All members who are entitled to receive notice of a general meeting must be given not less than seven (7) and not more than twenty eight (28) clear days notice of any resolution to be put to the meeting to appoint a director, other than a director who is automatically retiring and standing for re-election.

37) Co-opted directors

- 1) Subject to Article 28 sub-clause 3 The directors may themselves pass a resolution to appoint ('co-opt') a member who is willing to act to be a director if they believe it is in the best interests of the charity to do so.
- 2) A co-opted director automatically retires at the next annual general meeting but may be subsequently re-co-opted as per sub-clause 1 of this article

38) Maximum number of directors

The appointment of a director must not cause the number of directors to exceed any number fixed as the maximum number of directors laid down in Article 28.

39) Disqualification and removal of directors

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) is disqualified from acting as a trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 3) ceases to be a member of the charity;
- 4) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- 5) resigns as a director by notice to the charity, but only if at least the minimum number of directors as laid down in Article 28 will remain in office when the notice of resignation is to take effect;
- 6) is absent, without the permission of the directors from all their meetings held in a period of six consecutive months and the directors resolve that his or her office be vacated.

40) Remuneration of directors

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

41) Proceedings of directors

- 1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 2) Any director may call a meeting of the directors.
- 3) The secretary 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 other participants.

42) Quorum at directors meetings

- 1) No decision shall be made by a meeting of the directors unless a quorum is present. 'Present' includes being present by suitable electronic means agreed by the directors in which the directors may communicate to conduct their meeting.
- 2) The quorum shall be 2 or the number nearest to one third (33.33%) whichever is greater. When calculating this percentage the resulting number of directors must be rounded up if it is not a whole number.
- 3) A director shall not be counted in a quorum present when any decision is made about a matter upon which that director is not entitled to vote.

43) Proceedings of directors if total number of directors below quorate

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 calling a general meeting.

44) Chair of directors meetings

- 1) The members shall appoint a director to chair directors meetings and may at any time revoke such an 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 fifteen (15) 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.

45) Directors written resolutions

- 1) A resolution in writing or electronic form, whether by means of an electronic document or electronic vote agreed by a majority of the directors entitled to receive notice of a meeting of the directors and vote upon the resolution shall be considered as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

46) Delegation to sub-committees

- 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:
 - 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 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) Validity of directors' decisions

- 1) Subject to Article 47 sub-clause 2 all acts done by a meeting of directors, a committee of directors or a written resolution 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 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 41 sub-clause 1 does not permit a director or connected person to keep any benefit that may be conferred upon them by a resolution of the directors or a committee of directors if, but for Article 47 sub-clause 1 the resolution would have been void or if the director has not complied with Article 8.

48) Seal

If the charity has a seal it must only be used by the authority of the director or 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.

49) Minutes

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:
 - a) the names of the directors present at the meeting;
 - b) the decisions made at the meetings;
 - c) where appropriate the reasons for the decisions.

50) Accounts

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

51) Annual Report and Return, and Register of Charities

- 1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
 - a) transmission of a copy of the statements of account to the Commission;
 - b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - c) preparation of an Annual Return and its transmission of a copy of it to the Commission;
- 2) The directors must notify the commission promptly of any changes to the charity's entry on the Central Register of Charities.

52) Means of communication to be used

- 1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be

sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

53) Notice

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.

54) Notice to a member

1) The charity may give any notice to a member either:

- a) personally; or
- b) by sending it in the post in a prepaid addressed envelope addressed to the member at their registered address; or
- c) by leaving it at the address of the member; or
- d) by giving it in electronic form to the members address; or
- e) by placing a notice on a website and providing the person with a notification in writing or electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of the company meeting and must specify the place, date and time of the meeting.

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) Assumed notice

A member present in person or by proxy 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) Proof of notice

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

57) Indemnity

1) The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

2) In this article, 'relevant director' means any director or former director of the charity.

58) Rules

1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

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

a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

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

3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the members of the charity.

5) The rules or bye laws shall be binding on all members of the charity, No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

59) Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity 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.

60) Dissolution

1) The members of the charity may at any time before, and in expectation of, its dissolution, resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them to be satisfied, shall on, or before dissolution of the charity, be applied or transferred in any of the following ways:

a) directly for the Objects;

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

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

2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity, after all its debts and liabilities have been settled, or provision made for them to be settled, shall on or before dissolution of the charity be applied or transferred:

- a) directly for the Objects;
- 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 resolution in accordance with Article 60 sub-clause 1 is passed by the members or directors, then the net assets of the charity shall be applied for charitable purposes by the Court or Commission.

61) Interpretation

In Article 7, sub-clause 2 of Article 9 and sub-clause 2 of Article 47 '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 sub-clause 1 above;
- 3) a person carrying on business in partnership with the director or any person falling within sub-clause 1 or 2 above;
- 4) an institution which is controlled:
 - a) by the director or any connected person falling within sub-clause 1, 2 or 3 above; or
 - b) by two or more persons falling within sub-clause 4a when taken together.
- 5) a body corporate which:
 - a) the director or any connected person falling within sub-clauses 1, 2 or 3 has a substantial interest in; or
 - b) two or more persons falling within sub-clause 5a who when taken together, have a substantial interest.
 - c) Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

Notes to the Articles

These notes are for information only to aid in interpretation and do not form part of the articles

In Article 42 sub-clause 2 the minimum number of directors to form a quorum is 2 or 33.33% (whichever is greater). This minimum must be 2, not 3, as the minimum number of directors appointed at any time is 3. Consequently if a director has to be excused from a meeting due to a conflict of interest, and if a quorum was a minimum of 3 people, and if there were only 3 directors appointed, this would cause deadlock.