

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**Articles of Association of (a Charitable Company)**

THE GLOUCESTERSHIRE LIBERAL JEWISH COMMUNITY LIMITED

As amended following the written special resolution circulated 17th October 2014.

**1. Name**

The company's name is "The Gloucestershire Liberal Jewish Community Limited"  
(and in this document it is called the "**Charity**").

**2. Interpretation**

In these Articles:

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

**"Adult"** means a person who is 18 years or more or a person who has, to the satisfaction of the Principal Rabbi or Assistant Rabbi (so long as the Assistant Rabbi is a Rabbi), taken on Jewish adult responsibility through a Bar or Bat Mitzvah or equivalent process. If any objection is communicated to the Council on the decision of the Rabbi or Assistant Rabbi on whether a person is an Adult, the Council may refer the matter to a court of three Rabbis for a final decision;

**"Articles"** means the Charity's articles of association;

**"Assistant Rabbi"** means a person appointed either on a temporary basis or in addition to the Principal Rabbi to perform the same functions. An Assistant Rabbi may be either a Rabbi or a person currently engaged in a formal course of study at any rabbinical college affiliated to the World Union for Progressive Judaism leading to ordination as a Rabbi. The Council will consult with the Principal Rabbi (if such exists at the time) prior to making such an appointment;

**"Auditor"** a person who is a chartered accountant appointed at a General Meeting. The Treasurer who prepared the account being audited may not also be the Auditor;

**"Chairman"** means a Member (but not an Associate Member) appointed at a General Meeting to perform the duties of Chairman of the Charity. The Chairman shall also be a Trustee. A person appointed at a General Meeting to chair a particular meeting in the absence of the Chairman shall not, unless explicitly so appointed, become the Chairman of the Charity.

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

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"**Connected Person**" has the meaning given to it in Article 6(8);

"**Council**" has the meaning given to it in Article 20(7)

"**Directors**" means the directors of the Charity. The Directors are Charity trustees as defined by section 177 of the Charities Act 2011;

"**Document**" includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"**Electronic Form**" has the meaning given in section 1168 of the Companies Act 2006;

"**Jew**" is a person who is already a member or who is held by the Principal Rabbi (or an Assistant Rabbi so long as that person is a Rabbi) to be Jewish according to guidance on the subject which might be given by any organisation to which the Charity may be affiliated. If any objection is communicated to the Council on the decision in any particular case, the Council may refer the matter to a court of three Rabbis for a final decision;

"**General Meeting**" means a meeting of the members of the charity;

"**Liberal Judaism**" means the limited company, Liberal Judaism (ULPS) (Company No. 08281223) which has its registered office at The Montagu Centre, 21 Maple Street, London W1T 4BE;

"**Member of Council**" has the meaning given to it in Article 20(7);

"**Member of the Charity**" has the meaning given to it in Article 8;

"**Memorandum**" means the Charity's memorandum of association;

"**Objects**" are those defined by Article 4;

"**Officers**" means the Chairman, Vice-Chairman, Treasurer and Secretary. An Officer who ceases to be a Trustee automatically vacates their office as an Officer unless re-elected at the same General Meeting;

"**Principal Rabbi**" means the Rabbi, appointed by the Charity to perform the services of a rabbi on a permanent, ongoing basis. A person may only be appointed following approval of that person for appointment by a Special Resolution of a General Meeting of the Charity.

"**Rabbi**" means a person recognised as such by the rabbinic body associated with the organisation to which the Charity is affiliated (which, in so far as the Charity is affiliated to Liberal Judaism means the Rabbinic Conference) or, if no such affiliation exists, then a person recognised as such by any rabbinic body affiliated to the World Union for Progressive Judaism;

"**Secretary**" means a Member appointed at a General Meeting to perform the duties of the Secretary of the Charity. The Secretary shall also be a Trustee of the Charity;

**"Subscription"** means an annual fee paid by Members of the Charity as approved at a General Meeting;

**"Treasurer"** means a Member appointed at a General Meeting to perform the duties of the Treasurer of the Charity. The Treasurer shall also be a Trustee of the Charity;

**"Trustees"** means the trustees of the Charity. The Trustees are also directors of the Charity;

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

**"Vice-Chairman"** means a Member appointed at a General Meeting of the Charity to assist the Chairman. The Vice-Chairman is also a Trustee of the Charity. The Vice-Chairman shall perform the duties of the Chairman when the Chairman is absent; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa. Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles become binding on the Charity. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3. Liability of members**

(1) The liability of the Members of the Charity is limited.

(2) Every Member of the Charity 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 of the Charity, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a Member of the Charity, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributors among themselves.

### **4. Objects**

The Charity's Objects are specifically restricted to the following:

(1) The advancement and practice of the Jewish religion in accordance with the principles of liberal and progressive Judaism which shall include, but not be limited to:

(a) the promotion of Jewish values such as social justice, communal harmony, peace and freedom, charity and good deeds, repentance and prayer;

(b) maintenance of a synagogue (whether on a permanent or temporary basis) for the purpose of Jewish public worship and social and cultural interaction;

(c) conduct of Jewish religious services for the Members of the Charity and guests (including but not limited to rites of passage);

(d) advancement of Jewish education;

(e) support for other religious organisations (which shall include, but not be limited to interfaith work); and

(f) the provision of pastoral care; and

(2) The furtherance of such other purposes as are charitable under the laws of England and Wales as the trustees in their discretion decide in particular by the making of grants or lending of support to other charitable organisations.

## **5. Powers**

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

(1) to raise funds by the receipt of donations or otherwise. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, 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 exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

(4) to borrow money and to charge the whole or any part of the property belonging to the 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 as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage 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 included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;

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

(9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity;

(10) to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(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 Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

(12) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

## **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 Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) A Member may be reimbursed from the property of the Charity for reasonable expenses properly incurred by him or her for the benefit of the Charity subject to approval of such expense by the Council. The Council may delegate the power to approve such expenditure subject to a limit of £500 (in words, five hundred pounds) per expenditure.

(3) A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(4) A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 35.

(5) 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 Trustee or a Connected Person receiving:

- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(6) No Trustee or Connected Person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity.

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

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the board of the company;

(8) In sub-clause (5) of this article, sub-clause (2) of Article 29 and sub-clause (2) of Article 30 "**Connected Person**" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above;

- (d) an institution which is controlled:
  - (i) by the Trustee or any Connected Person falling within paragraph (a), (b), or (c) above; or
  - (ii) by two or more persons falling within subparagraph (i), when taken together;
- (e) a body corporate in which:
  - (i) the Trustee or any Connected Person falling within paragraphs (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within subparagraph (i) who, when taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.

## **7. Affiliation**

Immediately following incorporation, the Charity will apply for affiliation to Liberal Judaism. The Charity may, from time to time, decide to be affiliated to other organisations having similar objects to its own. A change in the affiliation of the Charity (which includes a decision to have no such affiliation) must be approved by a Special Resolution of the members of the Charity.

## **8. Members of the Charity**

- (1) The subscribers to the Memorandum are the first Members of the Charity.
- (2) Membership is open to other individuals who:
  - (a) are Adults;
  - (b) apply to the Charity in the form required by the Trustees; and
  - (c) are approved by the Trustees.
- (3) The Trustees may only refuse a valid application for membership if:
  - (a) acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application;
  - (b) they inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and
  - (c) they consider any written representations the applicant may make about the decision and, following any written representations, they notify the applicant in writing of their final decision.
- (4) Membership is not transferable.
- (5) The Trustees must keep a register of names and addresses of the Members of the Charity.
- (6) The rights attached to a class of membership may only be varied by a special resolution of the Members of the Charity.
- (7) The classes of membership of the charity shall be as follows:
  - (a) Standard Membership which is open to individual Members who are Jews;

- (b) Associate Membership which is open to persons who are not Jewish but have an interest in Judaism and uphold the objectives of the Charity;
- (c) Honorary Membership which may be given, at the absolute discretion of the Council, to any person who has given distinguished service to the Charity and/or to the cause of liberal Judaism;
- (d) Children of Members are those children (which term in this context includes children who are also Adults) who either are under the age of 25 and reside with the Member (from any of the categories set out above) on a permanent basis or are in full-time education and are either the biological children of the Member or are or were legally adopted by the Member. Children of Members shall enjoy all of the same rights and privileges as Members except that they shall have no rights to vote in meetings unless they are also Adults.

## **9. Termination of Membership**

Membership is terminated if:

- (1) the Member dies;
- (2) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the Member to the Charity is not paid in full within six months of it falling due; or
- (4) the Member who is not also a Trustee is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **10. General Meetings**

- (1) The Charity must hold its first annual General Meeting within eighteen months after the date of its incorporation.
- (2) An annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual General Meetings.
- (3) The Trustees may call a General Meeting at any time.

## **11. Notice of General Meetings**

- (1) The minimum periods of notice required to hold a General Meeting of the Charity are:
  - (a) twenty-one Clear Days for an annual General Meeting or a General Meeting called for the passing of a special resolution;
  - (b) fourteen Clear Days for all other General Meetings.

But the requirements in Article 23 regarding the appointment and Article 24(g) regarding the removal of Trustees shall not be displaced by this clause.

(2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 16.

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

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

## **12. Quorum at General Meetings**

(1) No business shall be transacted at any General Meeting unless a quorum is present.

(2) A quorum is:

(a) 10 Members; or

(b) five percent of the total membership at the time

whichever is the greater, present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

(3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Trustees shall determine.

(4) Following an adjournment pursuant to (3), the Trustees 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.

(5) If no quorum is present at a reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

## **13. Chair at General Meetings**

(1) General Meetings shall be chaired by the Chairman.

(2) If there is no Chairman or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

## **14. Adjournment of General Meetings**

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## **15. Voting at General Meetings**

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - (a) by the person chairing the meeting; or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting.
- (2)
  - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3)
  - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
  - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
  - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5)
  - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  - (c) The poll must be taken within thirty days after it has been demanded.
  - (d) If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
  - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

(6) A vote, the purpose of which is the election of a Trustee should not also be a vote for the election of another Trustee (that is there should be a separate vote for each Trustee to be elected). If a vote is taken for the election of more than one Trustee, that vote shall not be invalidated simply because more than one Trustee was elected.

## **16. Content of Proxy Notices**

- (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which -
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

## **17. Delivery of Proxy Notices**

- (1) A notice of proxy must be delivered to the Charity no less than 3 days before the meeting for which it is made or delivered into the hand of the person chairing the meeting before a vote on any matter is called at that meeting.
- (2) The proxy may be required to present the person chairing the meeting with a copy of the proxy notice or proof of his or her identity.
- (3) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (4) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (5) 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.
- (6) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

## **18. Written Resolutions**

(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

- (a) notice of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (c) agreement is contained in an authenticated Document which has been received at the registered office within the period of 28 days beginning with the circulation date.

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

## **19. Votes of Members of the Charity**

(1) Every Member of the Charity shall have one vote.

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

## **20. Trustees**

(1) A Trustee must be a Member of the Charity. A Trustee who ceases to be a Member of the Charity immediately and automatically ceases to be a Trustee except in so far as that would leave the Charity unable to hold a quorate Trustee meeting.

(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 24.

(3) The number of Trustees shall be not less than three and not more than eleven.

(4) The first Trustees shall be the subscribers to the Memorandum. Those persons shall be notified to Companies House as the first Directors of the Charity.

(5) The Rabbi is not a Trustee but shall be entitled to receive notice of, attend (but not vote) at meetings of Trustees. An Assistant Rabbi is not a Trustee and shall not be entitled to receive notice of or attend or vote at meetings of Trustees unless invited to attend (but not to vote) by the Trustees.

(6) A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

(7) The body of the Trustees may be referred to as the "**Council**" and the Trustees may be referred to as "**Members of Council**".

## **21. Powers of Trustees**

(1) The Trustees 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 Trustees.

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **22. Retirement of Trustees**

(1) At the first annual General Meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual General Meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one Trustee he or she must retire.

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

(3) Whether or not, he or she is required to retire as a Trustee by rotation, an Officer shall retire from that office if he or she has occupied the same office for the last four consecutive years.

(4) If a Trustee is required to retire at an annual General Meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

(5) The retirement of an Officer from that office shall take effect on the appointment of a replacement or at the end of the meeting at which they are required to retire whichever is the later.

(6) Subject to the requirements for retirement and re-election set out above, there is no limit on the length of service that may be given by a Trustee.

## **23. Appointment of Trustees**

(1) The Charity may by ordinary resolution:

- (a) subject to (2), appoint a person who is willing to act to be an Officer;
- (b) appoint a person who is willing to act to be a Trustee; and
- (c) determine the rotation in which any additional Trustees are to retire.

(2) An Officer may not be re-elected to the same post, if he or she has occupied that office for the last four consecutive years. This does not prevent an Officer from being elected to a different office as an Officer.

(3) The Trustees may appoint a person who is willing to act to be a Trustee.

(4) A Trustee appointed by a resolution of the other Trustees must retire at the next annual General Meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

(5) The appointment of a Trustee, whether by the Charity in General Meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

(6) The appointment of a Trustee or Trustees shall not be valid if, by that appointment, the number of Trustees who are Associate Members would equal or exceed the number of other Trustees.

#### **24. Disqualification and removal of Trustees**

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

- (a) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- (b) is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011;
- (c) ceases to be a member of the Charity;
- (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (e) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (f) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated; or
- (g) a special resolution is passed at General Meeting requiring his or her removal, whereby notice that such a resolution is to be proposed shall have been given to all members entitled to receive notice of a General Meeting not less than seven nor more than twenty-eight clear days before such meeting and the Trustee concerned shall have been given an opportunity to make representations to the General Meeting.

#### **25. Remuneration of Trustees**

(1) The Trustees must not be paid any remuneration but that shall not prevent a Trustee from being reimbursed for any costs expended on behalf of or for the benefit of the Charity as provided in Article 6.

(2) This clause shall not prevent a Trustee from receiving any benefit (directly or indirectly) as a Member of the Charity.

#### **26. Proceedings of Trustees**

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of these Articles.

(2) A meeting of Trustees shall be called by notice of the date, time and place of the meeting together with a proposed agenda being sent to be received by all Trustees not less than 3 days in advance of the meeting but such notice may not be given prior to the date of the previous such meeting.

(3) The business at Trustees meetings shall be limited to the business proposed on the agenda in the notice of the meeting unless all those present agree to discuss other business.

- (4) Any Trustee may call a meeting of the Trustees but, other than the Chairman and Secretary, a Trustee may call no more than 4 meetings of Trustees in any calendar year.
- (5) Subject to the limitation in (4) above, the Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (6) Questions arising at a meeting shall be decided by a majority of votes.
- (7) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (8) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- (9) No decision may be made by a meeting of the Trustees 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 Trustees in which a participant or participants may communicate with all the other participants.
- (10) The quorum shall be four or the number nearest to one-third of the total number of Trustees, whichever is the greater.
- (11) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (12) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- (13) The Chairman shall chair meetings of Trustees. If no Chairman has been appointed or if the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (14) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- (15) A resolution in writing or in Electronic Form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
  - (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated Document or Documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (16) The resolution in writing may comprise several Documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

## **27. Delegation**

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minutes.
- (2) The Trustees 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 Trustees or subsequently ratified by them.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## **28. Declaration of Trustees' interests**

- (1) A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- (2) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- (3) A Trustee who is potentially so conflicted shall not be entitled to vote on such a matter.

## **29. Conflicts of interests**

- (1) If a conflict of interests arises for a Trustee 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 Trustees may authorise such a conflict of interests where the following conditions apply:
  - (a) the conflicted Trustee 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 Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - (c) the unconflicted Trustees consider it is 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 Trustee or to a Connected Person.

### **30. Validity of Trustees' decisions**

(1) Subject to (2) below, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (i) the vote of that Trustee; and
- (ii) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

(2) The above, (1) does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for (1), the resolution would have been void, or if the Trustee has not complied with Article 28.

### **31. Minutes**

The Trustees must keep minutes of all:

- (1) proceedings at meetings of the Charity;
- (2) meetings of the Trustees and committees of Trustees including:
  - (a) the names of the Trustees present at the meeting;
  - (b) the decisions made at the meetings; and
  - (c) where appropriate the reasons for the decisions.

### **32. Accounts**

(1) The Trustees 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 Trustees must keep accounting records as required by the Companies Acts.

(3) The annual accounts shall be audited by the Auditor.

### **33. Annual Report and Return and Register of Charities**

(1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of the statements of account to the Charity;
- (b) preparation of an Annual Report and its transmission to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **34. 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 Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

(3) Any notice to be given to or by any person pursuant to the Articles:

- (a) must be in writing; or
- (b) must be given in Electronic Form.

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

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in Electronic Form to the member's address.

(5) 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.

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

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

(8) 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.

(9) 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.

### **35. Indemnity**

(1) The Charity shall indemnify any relevant Trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this Article a "relevant Trustee" means any Trustee or former Trustee of the Charity.

(3) The Charity may indemnify an auditor against any liability incurred by him or her or it:

- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she is acquitted; or

- (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### **36. Dissolution**

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

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

(2) 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 (1) above is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.