

**ARTICLES OF ASSOCIATION**

**OF**

**LONDON FUNDERS**

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# THE COMPANIES ACT 2006

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

### ARTICLES OF ASSOCIATION

#### OF

#### LONDON FUNDERS

#### 1. Name of Charity and Meaning of Words

1.1 The name of the Charity is London Funders, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3	<b>Words</b>	<b>Meanings</b>
	Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
	Articles	these Articles of Association;
	Associates	as defined in Article 15
	Executive Committee	the board of the Charity, the members of which are the directors of the Charity and are charity trustees;
	Chair	the Chair of the Executive Committee or any person discharging the functions of the Chair;
	Charities	means organisations which are established for exclusively charitable purposes in accordance with the law of England and Wales;
	Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
	Charity	the charity regulated by these Articles;
	Charity Commission	the Charity Commission of England and Wales;
	Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or

	deemed to be given and the date of the event to which the notice relates;
Executive Committee Members	the directors of the Charity;
Funding Organisation	an organisation which has among its purposes or powers the funding and support of the voluntary sector;
Indemnity Insurance	insurance against personal liability incurred by any Executive Committee Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Executive Committee Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
United Kingdom	Great Britain and Northern Ireland;
Voluntary and Community Sector	charities and voluntary organisations;
Voluntary Organisations	independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations, and the words “he”, “his” and “him” shall include the female equivalent.

1.6 Apart from the words defined above, any words or expressions defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

## **2. Registered Office**

2.1 The registered office of the Charity will be in England and Wales.

## **3. Objects of the Charity**

3.1 The objects of the Charity (the “Objects”) are the promotion of the voluntary and community sector, primarily within Greater London, for the benefit of the public by the exchange of information, knowledge and experience among and between funding organisations where there is a primary, but not exclusive, locus of operation within Greater London, and between funding organisations and the voluntary and community sector, with a view to enabling funding organisations to support the voluntary and community sector more effectively and with a view to the voluntary and community sector accessing support and funding from funding organisations more effectively.

## **4. Powers of the Charity**

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.1.1 subject to any consent required by law, to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort;

4.1.2 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.3 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.4 to raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way;

4.1.5 to give or receive any guarantee or indemnity;

4.1.6 to promote or undertake study or research and disseminate the results of such research;

4.1.7 to produce, print and publish anything in any media;

4.1.8 to provide or procure the provision of services, training, consultancy, advice, support, counselling or guidance;

4.1.9 to promote and advertise the Charity's activities;

- 4.1.10 to invest any money that the Charity does not immediately need in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- 4.1.11 to undertake any charitable trust;
- 4.1.12 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.13 to raise funds and carry on trade but not by means of taxable trading;
- 4.1.14 to establish, promote and otherwise assist any limited company or companies or other body for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish such limited company or companies or other body either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies;
- 4.1.15 to establish, support, federate with or join or amalgamate with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- 4.1.16 to transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations with which the Charity is authorised to join any property, assets or liabilities, and to perform any of their engagements;
- 4.1.17 to open and operate banking accounts and other banking facilities;
- 4.1.18 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Executive Committee Members;
- 4.1.19 to enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.20 to insure any risks arising from the Charity's activities;
- 4.1.21 to provide indemnity insurance to cover liability of the Executive Committee Members:
  - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity;
  - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986.
- 4.1.22 Any such insurance in the case of 4.1.21(a) shall not extend to:
  - (a) any liability resulting from conduct which the Executive Committee Members knew, or must be assumed to have known was not in the

best interests of the Charity, or which the Executive Committee Members did not care whether it was in the best interests of the Charity or not;

- (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Executive Committee Members;
- (c) any liability to pay a fine.

- 4.1.23 Any insurance in the case of 4.1.21(b) shall not extend to any liability to make such a contribution where the basis of the Executive Committee Member's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 4.1.24 to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- 4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (i) the Managers are properly authorised to carry on investment business;
  - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity;
  - (iii) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
  - (iv) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (v) the Charity is bound to review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;
- 4.1.26 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
  - 4.1.27 to do anything else within the law which helps promote the Objects.

## **5. Use of income and property**

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Executive Committee Members, and no Executive Committee Member may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as shown below under "Allowed Payments".

## **6. Allowed Payments**

- 6.1 The Charity may pay:-

- 6.1.1 Reasonable and proper payment to any officer or servant of the Charity who is not an Executive Committee Member for any services to the Charity.
- 6.1.2 Reasonable and proper remuneration to an Executive Committee Member for services actually rendered to the Charity including the usual professional charges for services provided or business done by an Executive Committee Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Charity to act in a professional capacity on its behalf, PROVIDED THAT:-
- (a) the number of Executive Committee Members so remunerated shall not exceed a minority of the quorum of the Executive Committee;
  - (b) such Executive Committee Member shall be absent from all meetings at which the terms and conditions of his or her engagement by the Charity are discussed;
  - (c) such Executive Committee Member shall not vote on any resolution relating to his or her engagement;
  - (d) the other Executive Committee Members are satisfied that his engagement, or that of his or her firm, is both necessary and expedient in the interests of the Charity.
- 6.1.3 Interest on the money lent by any member of the Charity or any Executive Committee Member. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- 6.1.4 Reasonable out-of-pocket expenses to any Executive Committee Member.
- 6.1.5 Reasonable and proper payment to a company of which an Executive Committee Member holds not more than a hundredth of the capital.
- 6.1.6 Reasonable and proper rent of premises demised or let by any member of the Charity or Executive Committee Member.

- 6.1.7 Reasonable and proper premiums in respect of any indemnity insurance to cover the liability of the Executive Committee Members which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity; provided that any such insurance shall not extend to any claim arising from the liability resulting from conduct which the Executive Committee Members knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Executive Committee Members did not care whether it was in the best interests of the Charity or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Executive Committee Members.
- 6.1.8 In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Charity or Executive Committee Member shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member of the Charity or Executive Committee Member.

## **7. Alterations to these Articles**

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any provision in these Articles which directs the application of property on dissolution; or

7.2.3 to any provision in these Articles which gives Executive Committee Members any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to these Articles of Association and all future copies of these Articles of Association issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

## **8. Limited Liability**

8.1 The liability of the members is limited.



## **9. Guarantee by Members of the Charity**

- 9.1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if:-
- 9.1.1 the Charity is wound-up while he or she is a member or within a year afterwards; and
  - 9.1.2 the Charity has debts and liabilities which it cannot meet out of its assets.

## **10. Indemnity of Executive Committee Members**

- 10.1 In the management of the affairs of the Charity no Executive Committee Member shall be liable for any loss to the property of the Charity arising by reason of:
- 10.1.1 improper investment made in good faith (so long as the Executive Committee Member sought professional advice before making such investment); or
  - 10.1.2 negligence or fraud of any agent employed by any Executive Committee Member in good faith (provided reasonable supervision shall have been exercised); or
  - 10.1.3 any mistake or omission made in good faith by any Executive Committee Member; or
  - 10.1.4 by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Executive Committee Member.
- 10.2 Subject to the provisions of the Act but without prejudice to any indemnity to which an Executive Committee Member may otherwise be entitled every Executive Committee Member or other officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

## **11. Conflicts of Interest**

- 11.1 To the extent required by law every Executive Committee Member shall fully disclose to the Executive Committee the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 11.2 Where the duty of an Executive Committee Member to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- 11.2.1 the matter in relation to which that duty exists has been proposed to the Executive Committee Members at a meeting of the Executive Committee Members and has been authorised by them; and
  - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Executive Committee Member in question, or any other interested Executive Committee Member, subject to Articles 11.3 and 11.4; and
  - 11.2.3 the matter was agreed to without any such Executive Committee Member voting, or would have been agreed to if the vote of any such Executive Committee Member had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Executive Committee Members present at the meeting to constitute a quorum, the unconflicted Executive Committee Members present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Executive Committee Member or Executive Committee Members will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - 11.3.2 the total number of Executive Committee Members at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Executive Committee.
- 11.4 In the event that all of the Executive Committee Members present at the Executive Committee meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Executive Committee Members present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 11.6 The Executive Committee Members shall observe the other duties and rules in the Act, and such other rules as the Executive Committee adopts, as to the management of conflicts of duty or interest.
- 11.7 The Executive Committee may by resolution passed in the manner set out in this Article, authorise an Executive Committee Member not to disclose to the Executive Committee confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Executive Committee Member.
- 11.8 Nothing contained in this Article shall authorise an Executive Committee Member to receive any benefit not permitted elsewhere in these Articles.

## **12. Rights of Inspection**

12.1 A copy of these Articles of Association and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of these Articles of Association must be sent a copy.

## **13. Register of Members**

13.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

13.3 All members must pay the subscriptions (if any) that the Executive Committee decides from time to time. The Executive Committee may fix differing rates for subscriptions for different members or categories of members.

## **14. Members**

14.1 The number of members of the Charity is unlimited.

14.2 Members may be:-

14.2.1 Any individuals aged 18 or over whom the Executive Committee decides to admit to membership.

14.2.2 Any organisations which the Executive Committee decides to admit to membership.

14.3 A member which is an organisation must, if asked, give a copy of its constitution to the Charity.

14.4 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend and to vote at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

14.5 Members which are organisations stop being members in the same way as individual members stop being members.

14.6 The Executive Committee may delegate the power to admit members.

## **15. Associates**

15.1 The Executive Committee may from time to time admit:

- 15.1.1 Any individuals aged 18 or over whom the Executive Committee decides to admit as Associates.
- 15.1.2 Any organisations which the Executive Committee decides to admit as Associates.
- 15.2 An Associate shall not be a member for the purposes of company law.
- 15.3 Associates must pay the subscriptions (if any) that the Executive Committee decides from time to time.

**16. No transfer of Membership**

- 16.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person or organisation.

**17. Ending of Membership**

- 17.1 A member stops being a member of the Charity if:
  - 17.1.1 the member resigns from membership by giving notice in writing to the Charity; or
  - 17.1.2 membership is ended under Article 18; or
  - 17.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that member's membership; or
  - 17.1.4 the member fails to respond in writing within 60 days of being sent a notice in writing requesting confirmation that they wish to remain a member and the Executive Committee resolves to end membership. The notice must contain a warning that membership may be ended.

**18. Removal from Membership**

- 18.1 The Executive Committee may suspend the rights of any member by giving the member notice in writing of the suspension.
- 18.2 Within 28 days of receiving that notice the member can appeal in writing to the Charity against the suspension. If no appeal is received within the time limit, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the Executive Committee or a committee appointed by the Executive Committee. The member has the right to be heard at the meeting or may make written representations. The meeting must either confirm the suspension, in which case membership ends, or lift the suspension.

**19. General Meetings**

- 19.1 Each year, the Charity must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it.

**20. Other General Meetings**

20.1 All general meetings except annual general meetings are called general meetings.

**21. Calling of Other General Meetings**

21.1 The Executive Committee may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the members of the Charity request it in accordance with the Act.

**22. Notice of General Meetings**

22.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 60.4). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.

**23. Quorum**

23.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is ten members present in person or by proxy, or one tenth of the members present in person or by proxy, whichever is the greater.

**24. Adjournment if no Quorum**

24.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Executive Committee may decide. Articles 26.2 and 26.3 shall apply to such an adjourned meeting.

24.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

**25. Chairman of a General Meeting**

25.1 The Chair (if any) of the Executive Committee should normally preside as chairman at every general meeting of the Charity. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Executive Committee shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

**26. Adjournment of a General Meeting**

26.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

- 26.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 26.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

**27. Voting on Resolutions**

- 27.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.
- 27.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member’s rights to attend, speak, vote and demand a poll at a meeting of the Charity.

**28. Proxies**

- 28.1 A person holding a proxy may vote on any resolution.
- 28.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Executive Committee may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 28.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

28.4 A proxy in the following form will be acceptable:

“I  
of  
a member of London Funders  
hereby appoint the Chair of the Charity or if he is not present the chairman of the Meeting\*  
.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and any adjournment thereof.

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ .”

***\*If you do not wish to appoint the Chair or the chairman of the meeting, please delete the reference to the Chair/chairman of the meeting and insert the name and address of your appointee in the space that follows.***

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

## **29. Postal or Electronic Voting**

29.1 If the Executive Committee decides to hold a postal or electronic ballot:

29.1.1 members must be informed of the method and time limits for submitting nominations not less than 63 Clear Days before the relevant general meeting. Such notice may be in any communication including a publication sent to members;

29.1.2 nominations Signed by a member must be submitted in Writing to the Charity no later than 42 Clear Days before the date of the relevant general meeting;

29.1.3 ballot papers or directions for electronic voting shall be sent to all the members of the Charity no later than 21 Clear Days before the date of the relevant general meeting;

29.1.4 the ballot papers or directions for electronic voting shall include details of the deadline by which ballots must be returned to the Charity or electronic votes cast and shall inform the members that they have the choice as to whether to cast their votes electronically or by post;

29.1.5 the counting of the ballots will take place at or prior to the relevant general meeting but after the deadline referred to in 29.1.4 above;

29.1.6 the election of Executive Committee Members shall be carried by a simple majority of the votes cast and in case of equality of votes the Chair shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote; and

29.1.7 if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chair shall have an absolute discretion to reject the vote.

## **30. Declaration of chairman is final**

30.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

30.2 The demand for a poll may be withdrawn.

**31. When a poll is taken**

31.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

31.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

**32. Voting and Speaking**

32.1 Every member including the Chair has one vote. If the votes are level, the Chair has a casting vote.

32.2 The auditor or reporting accountant has the right to attend and speak.

**33. Written Agreement to Resolution**

33.1 Except in the case of a resolution to remove an Executive Committee Member or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

33.1.1 it must be in Writing;

33.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

33.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

33.1.4 it may consist of two or more documents in identical form Signed by members; and

33.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

33.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

33.3 A written resolution passed in accordance with this Article 33 has effect as if passed by the Charity in general meeting.

**34. Management by the Executive Committee**

34.1 The business of the Charity is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.



**35. Payment of reasonable expenses to Executive Committee Members**

35.1 The Executive Committee Members may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted by law or by these Articles.

**36. The Keeping of Minutes**

36.1 The Executive Committee must have minutes entered in the minute books:-

36.1.1 of all appointments of officers by the Executive Committee;

36.1.2 of the names of the Executive Committee Members present at each of its meetings and of any committee of the Executive Committee; and

36.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Executive Committee; and

(c) Committees of the Executive Committee.

**37. The Make-up of the Executive Committee**

37.1 The Executive Committee consists of:-

37.1.1 not less than three nor more than twelve persons elected by the members of the Charity; and

37.1.2 not more than three additional individuals co-opted at any time by the Executive Committee. A co-optee is not required to be a member.

37.2 No-one may be elected an Executive Committee Member or an officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:

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

37.2.2 states the member's intention to propose the appointment of a person as an Executive Committee Member or as an officer;

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

37.3 In voting for Executive Committee Members, members shall be mindful of the advantages in having an Executive Committee whose membership is:

37.3.1 balanced between representatives of funders of different sizes, types and geographical locations;

37.3.2 inclusive of disabled people and as regards gender and sexual orientation and age; and

37.3.3 diverse as regards ethnic, cultural and religious background.

In order to assist members in voting, nominees shall be invited to supply such information as they may consider relevant for the above purposes.

**38. Retirement of members of the Executive Committee**

38.1 At the third annual general meeting after their election the Executive Committee Members elected shall retire but all are eligible for re-election provided that no Executive Committee Member may serve for a period of more than six years without a period of a year out of office.

**39. Change in composition of the Executive Committee**

39.1 The composition and number of the Executive Committee may be varied but not reduced below three. Variation can only be by a special resolution approved by a general meeting by a 75% vote in favour of such change of the members entitled to vote at the meeting.

**40. Notification of change of Executive Committee Members to the Registrar of Companies**

40.1 All appointments, retirements or removals of Executive Committee Members and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

**41. Filling vacancies in the Executive Committee and Co-option**

41.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee. They will hold office until the next annual general meeting where they may be elected by the members.

41.2 The Executive Committee may also co-opt up to three additional persons on to the Executive Committee at any time in excess of the maximum number of Executive Committee Members set out at Article 37.1.1 who shall hold office until the next annual general meeting unless they cease to be an Executive Committee Member by virtue of Article 42 or Article 43. Co-opted Executive Committee Members may be removed by the Executive Committee at any time and may not be co-opted more than six times. In the event that a co-opted Executive Committee Member goes on to be elected by the members, for the purposes of maximum term of office referred to in Article 38 his initial appointment shall be the date on which he was first co-opted.

41.3 Such appointees or co-optees may vote at meetings of the Executive Committee.

**42. Ending of Executive Committee Membership**

42.1 An Executive Committee Member ceases to hold office if he or she:-

42.1.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

42.1.2 becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or

- 42.1.3 becomes incapable whether mentally or physically of managing his or her own affairs; or
- 42.1.4 resigns the office by notice in writing to the Charity but only if at least three Executive Committee Members will remain in office when the resignation takes effect; or
- 42.1.5 is absent without notice from five consecutive meetings of the Executive Committee Members and is asked by a majority of the other Executive Committee Members to resign;
- 42.1.6 is directly or indirectly involved in any contract with the Charity and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract;
- 42.1.7 is removed from office; or
- 42.1.8 ceases to be a member or the representative of a member.

#### **43. Removal of an Executive Committee Member by a General Meeting**

- 43.1 5% of the members may require the Executive Committee to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove an Executive Committee Member before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

#### **44. Meetings of the Executive Committee**

- 44.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 44.2 Questions arising at any meeting must be decided by a majority of votes. Every Executive Committee Member has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 44.3 Any three Executive Committee Members may, and the Secretary if requested by any three Executive Committee Members must, summon a meeting of the Executive Committee.
- 44.4 Notice of a meeting need not be given to any Executive Committee Member who is out of the United Kingdom.
- 44.5 Meetings may be held in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all other participants.

#### **45. Officers of the Executive Committee**

- 45.1 The Executive Committee may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Executive Committee Members.

#### **46. Quorum for the Executive Committee**

46.1 The quorum necessary for business to be done at an Executive Committee meeting is a third of the Executive Committee Members subject to a minimum of two.

**47. Executive Committee's Right to Act Despite Vacancies on the Executive Committee**

47.1 The Executive Committee may act despite any vacancy on the Executive Committee, but if the number of Executive Committee Members falls below the quorum, it may act only to summon a general meeting of the Charity.

**48. A Resolution may be Approved by Signature Without a Meeting**

48.1 A resolution in Writing Signed by all of the Executive Committee Members or any committee is as valid as if it had been passed at a properly held meeting of the Executive Committee or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Executive Committee or committee.

**49. Validity of Acts Done at Meetings**

49.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of an Executive Committee Member or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

**50. Delegation by the Executive Committee to Committees**

50.1 The Executive Committee may delegate the administration of any of its powers to committees consisting of one or more Executive Committee Members and a committee must conform to any rules that the Executive Committee imposes on it.

50.2 The Executive Committee may co-opt any person or people to serve on the committee.

50.3 All acts and proceedings of the committee must be reported to the Executive Committee as soon as possible.

**51. Chair of Committees**

51.1 A committee may elect a chair of its meetings if the Executive Committee does not nominate one.

51.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

**52. Meetings of Committees**

52.1 A committee may meet and adjourn whenever it chooses.

52.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.

52.3 A committee must have minutes entered in minute books.

52.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

**53. Appointment and Removal of the Company Secretary**

53.1 The Executive Committee may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

**54. Actions of Executive Committee Members and Company Secretary**

54.1 The Act says that some actions must or may be taken both by an Executive Committee Member and by the Company Secretary. If one person is both an Executive Committee Member and Company Secretary, that one person may not act in the capacity of both Executive Committee Member and Company Secretary for any business that requires the action of both an Executive Committee Member and the Company Secretary.

**55. Proper Accounts must be kept**

55.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

**56. Books must be kept at the Office**

56.1 The accounts must be kept at the Office or at other places decided by the Executive Committee. The accounts must always be open to inspection by Executive Committee Members.

**57. Inspection of Books**

57.1 The Executive Committee Members must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Executive Committee Members. A member who is not an Executive Committee Member may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Executive Committee Members or a general meeting.

**58. Accounts and Returns**

58.1 The Executive Committee must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

58.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in the Companies Act 2006).

58.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

58.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

58.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

58.4 To the extent required by law, the Executive Committee must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

58.5 The Executive Committee must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

**59. Appointment of Reporting Accountants or Auditors**

59.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

**60. Service of Notices**

60.1 The Charity may give notices, accounts or other documents to any member either:

60.1.1 personally; or

60.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

60.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

60.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

60.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Charity for that purpose or in accordance with Article 60.1.1, 60.1.3, 60.1.4 or 60.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

60.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

60.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

60.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

#### **61. Accidental Omission of Notice**

61.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

#### **62. Who is Entitled to Notice of General Meetings**

62.1 Notice of every general meeting must be given to:-

62.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Charity a postal address for notices within the United Kingdom);

62.1.2 the reporting accountants or auditor of the Charity;

62.1.3 all Executive Committee Members; and

62.1.4 any President or other Honorary position.

62.2 No one else is entitled to receive notice of general meetings.

#### **63. Regulations**

63.1 The Executive Committee may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Executive Committee which would otherwise have been valid.

#### **64. Winding-up of the Charity**

- 64.1 If the Charity is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are similar or ancillary to those of the Charity and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by these Articles of Association.
- 64.2 The institution or institutions will be chosen by the Executive Committee Members of the Charity at or before the time when the Charity is wound-up or dissolved.