

**ARTICLES OF  
ASSOCIATION**

**THE UNITED KINGDOM COMMITTEE FOR  
UNICEF**

(As adopted by a Special Resolution passed  
at the Annual General Meeting held on  
26 June 2019)

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**THE COMPANIES ACT 2006**  
**Charity Limited by Guarantee**  
**and not having a Share Capital**  
**ARTICLES OF ASSOCIATION**

**OF**

**THE UNITED KINGDOM COMMITTEE FOR UNICEF**

**1. Meaning of Words**

1.1 In these Articles of Association 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:-

1.2 Words	Meanings
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;
Annual Meeting	A general meeting of the members of the Charity which the Board may choose to call in accordance with Article 16 by giving the notice required by law which shall deal with the election of Trustees and such other business as the Board shall specify;
The Charity	The United Kingdom Committee for UNICEF;
Charity's Objects	The objects of the Charity as defined in Article 5;
Clear Day	24 hours from midnight following the relevant event.
The Articles	These Articles of Association and the regulations of the Charity;
The Board	The Board of Trustees of the Charity whose members are the directors of the Charity and as such are charity trustees;
The Office	The registered office of the Charity;
The Seal	The common seal of the Charity;
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 Charity's Objects, the profit of which are subject to corporation tax;
Trustees	The directors of the Charity;

The United Kingdom      Great Britain and Northern Ireland;  
Month                              Calendar month;

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 fax or email or other electronic means

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

1.4      The words "person" or "people" include corporations.

1.5      Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Charity will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6      Headings are not part of these Articles.

1.7      Throughout these Articles of Association, "charitable" means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing these Articles of Association is the law of England and Wales.

1.8      Words indicating one gender shall include all genders.

## **2.      The Constitution of the Charity; Rights of Inspection by Members**

2.1      The Charity is established for the Charity's Objects shown in these Articles of Association.

2.2      A copy of these Articles and any standing orders must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Board of Trustees.

## **3.      Name of Charity**

3.1      The name of the Charity is, The United Kingdom Committee for UNICEF, called in this document "the Charity".

## **4.      Registered Office**

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

## **5.      Objects of the Charity**

5.1      The objects of the Charity are:

5.2      To promote human rights for children (as set out in the Universal Declaration of Human Rights, the United Nations Convention on the Rights of the Child and other relevant United Nations conventions and declarations, and other relevant international and regional human rights instruments) throughout the world;

5.3      To further charitable work for children throughout the world including work through families and their communities for

- 5.3.1 The relief of poverty and need,
- 5.3.2 The provision of education and training,
- 5.3.3 The promotion and protection of, and provision for, health, and
- 5.3.4 The protection of children who are vulnerable to exploitation and abuse.

## **6. What the Charity may do**

- 6.1 The Charity may do anything lawful that may be necessary in order to promote the Charity's Objects, including the use of the following powers:-
  - 6.1.1 construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Charity may need for the Charity's Objects,
  - 6.1.2 employ and pay any employees and other staff, consultants, agents and advisers,
  - 6.1.3 subject to any consents required by law to raise funds and borrow moneys, invite and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any other way,
  - 6.1.4 subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity,
  - 6.1.5 promote, encourage or undertake study or research and disseminate the results of such study and research,
  - 6.1.6 produce, print and publish anything in written, oral or visual or electronic or any other media in furtherance of the Charity's Objects,
  - 6.1.7 provide or procure the provision of services, training, consultancy, advice, support, counselling and guidance, in furtherance of the Charity's Objects or any of them,
  - 6.1.8 promote and advertise the Charity's activities and give publicity to the work of UNICEF,
  - 6.1.9 engage in political activities provided that the Trustees are satisfied that the proposed activities will further the purposes of the Charity to an extent justified by the resources committed and that the activities are not the dominant means by which the Charity carries out the Charity's Objects,
  - 6.1.10 invest any money that the Charity does not immediately need in any investments, securities or properties,
  - 6.1.11 undertake any charitable trust or any UNICEF or charitable agency business which may promote the Charity's Objects,
  - 6.1.12 make all reasonable and necessary provision for the payment of pensions and superannuation and other benefits to or on behalf of employees and their dependents,
  - 6.1.13 raise funds other than by means of Taxable Trading,

- 6.1.14 establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Charity's Objects through trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance the same if the Board of Trustees sees fit by way of loan or share subscription on commercial terms provided that the Charity shall seek professional legal advice before financing such companies,
- 6.1.15 establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own,
- 6.1.16 purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, liabilities of any of the charities, institutions, societies or associations with which the Charity is authorised to join, and perform any of their engagements,
- 6.1.17 transfer of any of the Charity's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Charity is authorised to join,
- 6.1.18 open and operate banking accounts and other banking facilities,
- 6.1.19 enter into any arrangements with any governments, authorities or any person, charity or association necessary to promote any of the Charity's Objects,
- 6.1.20 insure any risks arising from the Charity's activities,
- 6.1.21 insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty,
- 6.1.22 make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners,
- 6.1.23 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 provided always that:
  - (a) the Managers shall be authorised to carry on investment business,
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Charity,
  - (c) the Managers shall be 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 of the Charity within 14 days and report regularly on the performance of investments managed by them,
  - (d) the Charity shall be entitled at any time to review, alter or terminate the delegation or the terms thereof,
  - (e) the Charity shall be bound to review the arrangements for delegation at intervals not (in the absence of special reasons) exceeding 12 months

but so that any failure by the Charity to undertake such reviews within the period of 12 months shall not invalidate the delegation,

- (f) the Charity shall be liable for any failure to take reasonable care in choosing the Managers, fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers,

6.1.24 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust, corporation or stockbroking Charity which is a member of the Stock Exchange (or any subsidiary of any such stockbroking Charity) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such,

6.1.25 decline any donations to the Charity where acceptance is deemed by the Board not to be in the best interests of the Charity.

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

7.1 The income and property of the Charity shall be applied solely towards the promotion of the Charity's Objects. None of it may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity and no member of the Board of Trustees may be paid any salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity in any way except as shown below under 'Allowed Payments'.

## **8. Allowed Payments**

8.1 The Charity may pay:-

8.1.1 Subject to Article 8.1.7, reasonable and proper payment to any person for any services to the Charity provided such person is not a member of the Board of Trustees.

8.1.2 Interest on the money lent by a member of the Charity or its Board of Trustees. 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.

8.1.3 Reasonable out-of-pocket expenses to any member of the Board of Trustees.

8.1.4 Reasonable and proper payment to a company of which a member of the Board of Trustees holds not more than a hundredth of the capital.

8.1.5 Reasonable and proper rent of premises demised or let by any member of the Charity or its Board of Trustees.

8.1.6 All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in these Articles.

8.1.7 Reasonable and proper payment for the supply of goods or work where the Board of Trustees determines following full disclosure from the Board member concerned that it is not against the interest of the Charity. The Board member concerned shall not be present during discussion or vote on the matter. At no time may a majority of the Board be interested in such contracts.

8.1.8 The Charity may pay any payment due to a Trustee under the indemnity provisions set out in the Articles of Association.

## **9. Limited Liability**

9.1 The liability of the members is limited.

## **10. Guarantee by members of the Charity**

10.1 Every member of the Charity agrees to contribute to the Charity £1 or any smaller amount required if:-

10.1.1 The Charity is wound-up while he or she is a member or within a year afterwards; and

10.1.2 The Charity has debts and liabilities, which it cannot meet out of its assets.

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

11.1 If the Charity is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Charity. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects 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.

11.2 The institutions will be chosen by the members of the Charity at or before the time when the Charity is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

## **12. Members**

12.1 Subject as hereinafter provided, and upon payment of such annual sum as the Board of Trustees shall from time to time determine, membership of the Charity shall be open to individual persons only.

12.2 Each individual person who is a member of the Charity may nominate a proxy to attend and vote at any meeting of the Charity in his or her place provided that he or she shall have given 24 hours previous notice in writing to the Charity of his or her intention to do so naming the proxy.

12.3 No individual person shall become a member of the Charity save upon admission to membership by the Board of Trustees who without stating any reason may refuse to admit any individual person.

12.4 Members shall be appointed for a fixed term of two years or such varied term as the Board of Trustees shall approve. The Board of Trustees may by resolution extend the term of membership of any member for such further term as it thinks fit.

12.5 Members of the Charity at the date of adoption of this Article 12 as amended shall be deemed to have become members for a fixed term of two years from that date.

12.6 Fixed terms shall expire at the end of the general meeting in the second year after appointment or deemed appointment or where there is no general meeting, at the conclusion of the first Board of Trustees meeting in the year following the expiry of that second year since their appointment or deemed appointment on a fixed term.

### **13. No Transfer of Membership**

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

### **14. Ending of Membership**

- 14.1 A member stops being a member of the Charity if:
- 14.1.1 the member resigns from membership by giving notice in writing to the Charity; or
  - 14.1.2 membership is ended under Article 15; or
  - 14.1.3 a member's subscription (if any) remains unpaid six months after it is due or the member fails to respond in writing or by email or fax within two months to a notice asking him or her to confirm they wish to continue as a member, and the Board of Trustees resolves to end that person's membership; or
  - 14.1.4 at the expiry of any fixed term of membership.

### **15. Determination of Membership**

- 15.1 The Board of Trustees at their discretion may determine the membership of a member of the Charity being an individual person, whose actions in the view of the Board of Trustees are incompatible with membership.

### **16. General Meetings**

- 16.1 Each year, the Charity must, unless the procedure in Article 16.2 has been followed, 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.
- 16.2 To the extent that the Companies Act 2006 is in force and no longer requires the Charity to hold an annual general meeting the Board may decide, by a 75% majority of those present and voting on the resolution, that an annual general meeting shall not be held but an Annual Meeting shall be held instead. The Board may at any time reverse this decision by a 75% majority of those present and voting on the resolution. In addition any reference in these Articles to an act taking place at or in reference to an annual general meeting, other than the requirement for the Charity to send to its members the documents set out in Article 61, shall be construed as "annual general meeting or Annual Meeting".

### **17. General Meetings**

- 17.1 All general meetings except annual general meetings are called general meetings.

### **18. Calling of General Meetings**

- 18.1 The Board of Trustees may call a general meeting whenever they wish. Such a meeting must also be called if not less than 5% of the members request it in accordance with the Act.

### **19. Notice of General Meetings**

- 19.1 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 63.5). 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% of the members entitled to attend and vote at it.

- 19.2 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

## **20. Ordinary and Special Business at General Meetings**

- 20.1 At a general meeting all business will be treated as special business.

## **21. Quorum**

- 21.1 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 12 members, whether present in person or by proxy, unless shown differently below.

## **22. Adjournment if no Quorum**

- 22.1 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 another way, the meeting must be adjourned to another day, time and place as the Board of Trustees may decide.
- 22.2 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.

## **23. Chairperson**

- 23.1 The President of the Charity or if he or she is not available, the Chairperson of the Charity shall preside as Chairperson at every general meeting of the Charity. If there is no Chairperson, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair the members of the Charity present must elect a Trustee, or if none is present or willing to act as Chairperson, one of their number to be chairperson of the meeting.

## **24. Adjournment of the Meeting**

- 24.1 The Chairperson 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 But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 24.2 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.

## **25. Voting on Resolutions**

- 25.1 At any general meeting a resolution (save for the election of Officers and Elected Board Members) put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two

members or by a member or members representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution.

## **26. Declaration of Chairperson is Final**

26.1 Unless a poll is demanded, the Chairperson'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.

26.2 The demand for a poll may be withdrawn.

## **27. When a poll is taken**

27.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

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

## **28. Voting and Speaking**

28.1 Every member or their proxy present has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

28.2 A member of the Board of Trustees, in their capacity as a member of the Charity, shall have the same rights to attend, vote and speak as a member.

## **29. Written Agreement to Resolution**

29.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

29.1.1 it must be in writing;

29.1.2 In the case of a special resolution it must be signed by at least 75% of all those members entitled to receive notice of and to attend general meetings;

29.1.3 In the case of an ordinary resolution it must be signed by a majority of all those members entitled to receive notice of and to attend general meetings;

29.1.4 it may consist of two or more documents in identical form signed by members.

## **30. Management by members of the Board of Trustees**

30.1 The business of the Charity is managed by the Board of Trustees. 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. But the members of the Board of Trustees are at all times governed first by the Act, second by these Articles, and third by any standing orders.

30.2 General meetings cannot make a regulation that overrides these Articles. Nor can they make one which invalidates any prior act of the members of the Board of Trustees which would otherwise have been valid.

### **31. Powers of the Board of Trustees**

- 31.1 The Board of Trustees may subject to such consents as the law requires use all the powers of the Charity to
- 31.1.1 borrow money,
  - 31.1.2 mortgage or charge its property or any part of it,
  - 31.1.3 issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Charity or any charitable third party,
  - 31.1.4 resolve pursuant to these Articles of Association to effect indemnity insurance notwithstanding their interest in such a policy.

### **32. Payment of Subscriptions**

- 32.1 All members shall pay the subscriptions that the Board of Trustees may decide from time to time.

### **33. Cheques and Bills etc**

- 33.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Charity shall indicate the name of the Charity in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Board of Trustees decides from time to time and cheques shall be signed by two Trustees unless the Board of Trustees otherwise decides.

### **34. Indemnity for Trustees**

- 34.1 In the management of the affairs of the Charity no Trustee shall be liable (to the extent permitted by the Act) for any loss to the property of the Charity arising by reason of:
- 34.1.1 improper investment made in good faith (so long as the Trustee sought professional advice before making such investment); or
  - 34.1.2 negligence or fraud of any agent employed by any Trustee in good faith (provided reasonable supervision shall have been exercised); or
  - 34.1.3 any mistake or omission made in good faith by any Trustee; or
  - 34.1.4 by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Trustee.
- 34.2 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Trustee may be indemnified out of the assets of the Charity against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee shall be entitled to be indemnified:
- 34.2.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
  - 34.2.2 for any fine imposed in criminal proceedings;
  - 34.2.3 for any sum payable to a regulatory authority by way of a penalty in respect

of non-compliance with any requirement of a regulatory nature howsoever arising;

34.2.4 for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;

34.2.5 for any costs for which he has become liable in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and

34.2.6 for any costs for which he has become liable in connection with any application under sections 144(3) or (4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.

34.3 Every Trustee may have funds provided to him by the Charity to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:

34.3.1 in the event he is convicted in proceedings, the date when the conviction becomes final;

34.3.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or

34.3.3 in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final.

### **35. Payment of reasonable expenses to members of the Board**

35.1 The members of the Board of Trustees 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 save as permitted in these Articles of Association.

### **36. The Keeping of Minutes**

36.1 The Board of Trustees must have minutes entered in the minute books

36.1.1 of all appointments of Officers by the Board of Trustees,

36.1.2 of the names of the members of the Board of Trustees present at each of its meetings and of any committee of the members of the Board of Trustees,

36.1.3 of all resolutions and proceedings at all meetings of

(a) The Charity,

(b) The Board of Trustees,

(c) Sub-committees of the Board of Trustees.

### **37. Officers**

37.1 The Board of Trustees shall elect from among themselves a Chairperson, two Vice Chair persons, a Treasurer and such other officers (the "Officers"), not exceeding two, as they may from time to time deem necessary.

37.2 Officers, other than those elected to fill vacancies, shall generally be elected at the first meeting of the Board after the annual general meeting to hold office for a term not exceeding the remainder of their term on the Board.

37.3 The Officers shall, subject to the maximum term of office on the Board, be eligible for re-election following expiry of their term in office.

### **38. The President**

38.1 Subject to Article 38.3 the President of the Charity shall hold office from the end of the annual general meeting at which he or she is elected by the members of the Charity and shall hold office for up to three terms of three years.

38.2 The President shall not be a member of the Board of Trustees but he or she may attend and speak at meetings of the Board of Trustees but shall not have the right to vote.

38.3 Where a President shall cease to hold office prior to the end of his or her period of office, the Board of Trustees shall be entitled to either:

38.3.1 fill such vacancy by appointing a replacement and such replacement shall hold the office of President until the next annual general meeting at which he or she will then be eligible for election by the members of the Charity as the President. If so elected the President shall be entitled to hold office for up to three terms of three years and his or her period of office as President prior to the annual general meeting at which he or she was elected by the members of the Charity shall be excluded for the purposes of calculating his or her maximum period of office; or

38.3.2 act in accordance with the provisions of Article 40A.

### **39. The composition of the Board of Trustees**

39.1 The Board of Trustees shall consist of

39.1.1 not less than seven nor more than sixteen elected Board members (the "Elected Board Members"),

39.1.2 not more than six persons properly co-opted under the provisions of these Articles.

39.2 The maximum term of service on the Board of Trustees for

39.2.1 any Officer of the Charity shall be nine consecutive years,

39.2.2 any other Trustee of the Charity shall be six consecutive years.

39.3 A member of the Board of Trustees who has served on the Board for a maximum consecutive period allowed shall not be eligible for re-election or reappointment until one year has elapsed from the date of expiry of his or her last term of service on the Board.

#### **40. Election of the President and Elected Board Members**

- 40.1 The members of the Charity shall elect by postal ballot the President and the Elected Board Members:
- 40.1.1 nominations for the President and Elected Board Members shall be submitted in writing to the Charity no later than 42 days before the date of the annual general meeting;
  - 40.1.2 ballot papers shall be sent by post to all the members of the Charity no later than 21 days before the date of the annual general meeting;
  - 40.1.3 the counting of the ballot papers shall take place at or prior to the annual general meeting;
  - 40.1.4 the election of the President and the Elected Board Members shall be carried by a simple majority of the votes cast and in case of equality of votes the Chairperson shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
  - 40.1.5 in case the vote of any members voting by post shall be uncertain or spoilt, or should doubt arise as to the intention of the member so voting the Chairperson shall have an absolute discretion to reject the vote;
  - 40.1.6 where there are no more nominations than vacant posts the names of candidates shall be presented to the annual general meeting for approval without the necessity of a postal ballot.

#### **40A. Election of the President at a general meeting**

The Board of Trustees may decide at any time that the election of the President is to take place at a general meeting as opposed to at the annual general meeting, and the members of the Charity shall elect by postal ballot the President:

- 40A.1.1 nominations for the President shall be submitted in writing to the Charity no later than 42 days before the date of the general meeting,
- 40A.1.2 ballot papers shall be sent by post to all the members of the Charity no later than 21 days before the date of the general meeting,
- 40A.1.3 the counting of the ballot papers shall take place at or prior to the general meeting,
- 40A.1.4 the election of the President shall be carried by a simple majority of the votes cast and in case of equality of votes the Chairperson shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls has received an additional vote,
- 40A.1.5 in case the vote of any members voting by post shall be uncertain or spoilt, or should doubt arise as to the intention of the member so voting the Chairperson shall have an absolute discretion to reject the vote,

40A.1.6 where there are no more nominations than vacant posts the names of the candidates shall be presented to the general meeting for approval without the necessity of a postal ballot,

40A.1.7 a President elected in accordance with this Article 40A shall hold office from such date of election and for up to three terms of three years from the end of the annual general meeting following his or her initial election.

#### **41. Retirement of Trustees**

41.1 At every annual general meeting all co-opted trustees shall retire. The President and any elected trustees, for whom it is the third annual general meeting since election, shall retire. Trustees shall be eligible for re-election subject to the maximum term of office.

#### **42. Term of Office**

42.1 In all Articles dealing with the term of office of members of the Board references to years shall mean the period between each annual general meeting rather than calendar years.

42.2 Any period as a co-opted or appointed Board member shall be included in the calculation of the maximum uninterrupted term of office such that the period from his date of co-option or appointment to the next annual general meeting shall be included for the purposes of such calculation as a year of service if more than two months passed between the date of his co-option or appointment and the date of the next annual general meeting. If less than two months passes between the date of co-option or appointment and the next annual general meeting the period shall be ignored.

#### **43. Notification of Change of members of the Board of Trustees to the Registrar of Companies**

43.1 All appointments, retirements or removals of members of the Board of Trustees must be notified to the Registrar of Companies.

#### **44. Casual Vacancies and co-option of members of the Board of Trustees**

44.1 A casual vacancy in the office of Elected Board Member may be filled by appointment by the Board of Trustees, such appointee shall hold office until the next annual general meeting.

44.2 In addition the Board of Trustees may co-opt not more than six persons as additional members of the Board of Trustees such persons shall hold office until the next annual general meeting and on the expiry of that period may be elected to the Board as any other form of Board member but may not be re-co-opted on to the Board.

#### **45. Ending of Board of Trustees Membership**

45.1 A member of the Board of Trustees must cease to be a Trustee if he or she-

45.1.1 is employed by the Charity or holds any office of profit under the Charity, or

45.1.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or

45.1.3 becomes barred from membership of the Board of Trustees because of any order made under the Act or by virtue of the Charities Act 2011 (including

- any statutory modification or re-enactment thereof), or
- 45.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
  - 45.1.5 resigns the office by notice in writing to the Charity but only if at least two members of the Board of Trustees will remain in office when the resignation takes effect, or
  - 45.1.6 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 of the Board became interested in the contract, or
  - 45.1.7 is removed from office.

#### **46. Removal of a member of the Board of Trustees by a General Meeting**

- 46.1 A general meeting of the Charity may remove any member of the Board of Trustees before the end of his or her period of office whatever the rest of these Articles or any agreement between the Charity and the member may say.
- 46.2 Removal can take place only by the Charity passing an ordinary resolution saying so. At least 28 days' notice must be given to the Charity and at least 21 days' notice to the membership. Once the Charity receives such notice it must immediately send a copy to the member of the Board of Trustees concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

#### **47. Determination of Office**

- 47.1 Any Trustee who is absent from three consecutive meetings of the Board of Trustees may be removed from the Board of Trustees by a resolution of the Board of Trustees of which that Trustee has been given not less than 21 days prior notice.
- 47.2 Any member of the Board of Trustees may be removed from office by a resolution of the Board of which that member has been given seven days notice and where that resolution is passed by a unanimous vote of all those present and voting other than that Board member.

#### **48. Meetings of the Board of Trustees**

- 48.1 The Board of Trustees may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles provided that the Board of Trustees shall hold at least four meetings in each year.
- 48.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.
- 48.3 A member of the Board of Trustees may, and the Secretary if requested by a member of the Board of Trustees, must summon a meeting of the members of the Board of Trustees.
- 48.4 Notice of a meeting need not be given to any member of the Board of Trustees who is out of the United Kingdom.



48.5 The Chairperson of the Charity shall chair the meetings of the Board of Trustees in his or her absence the vice-Chairperson of the Charity shall chair the meeting and if no vice-Chair is present then the Trustees present shall choose one of their number to be Chair of the meeting.

48.6 A Trustee may participate in Board meetings by means of telephone conference call, video conference link, or any other method, which allows all the participants both to hear and be heard by all the other participants in the meeting.

#### **49. Conflicts of interest**

49.1 Where the duty of a Trustee under section 175(1) of Companies Act 2006 or any other enactment to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if

49.1.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them,

49.1.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, and

49.1.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.

49.2 The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board of Trustees the circumstances giving rise to any conflict or potential conflict that he has.

#### **50. Quorum of the Board of Trustees**

50.1 There shall be a quorum when five Board members are present at a meeting.

#### **51. Vacancies on the Board of Trustees**

51.1 The Board of Trustees may act despite any vacancy on the Board But if the number of members falls below the quorum, it may act only to summon a general meeting of the Charity.

#### **52. A Resolution approved by Signature Without a Meeting**

52.1 A resolution approved by email or by fax or in writing signed by all the members of the Board of Trustees or any sub-committee is as valid as if it had been passed at a properly held meeting of the Board of Trustees or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Board of Trustees or sub-committee.

#### **53. Validity of Acts Done at Meetings**

53.1 It may be discovered that there was some defect in the appointment of a member of the Board of Trustees or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Board of Trustees is as valid as if there were no defects or disqualification.

#### **54. Delegation of Board of Trustees Powers to Sub-Committees**

54.1 The Board of Trustees may delegate the administration of any of its powers to sub-committees consisting of one or more of its members. A sub-committee must

conform to any regulations that the Board of Trustees imposes on it.

54.2 The members of the Board of Trustees on the sub-committee may (unless the Board of Trustees directs otherwise) co-opt any person or people to serve on the sub-committee.

54.3 All acts and proceedings of the sub-committee must be reported to the Board of Trustees as soon as possible.

## **55. Meetings of Sub-Committees**

55.1 A sub-committee may meet and adjourn whenever it chooses.

55.2 Questions at the meeting must be decided by a majority of votes of the members present.

55.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Board of Trustees.

## **56. Appointment and Removal of the Company Secretary**

56.1 The members of the Board of Trustees may, but subject to the Act, need not appoint a Company Secretary. They decide his or her period of office, pay (if not a member of the Board of Trustees) and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Board of Trustees.

## **57. Actions of Directors and Company Secretary**

57.1 The Act says that some actions must be taken both by a member of the Board of Trustees (a Director) and by the Company Secretary. If one person is both a member of the Board of Trustees and the Company Secretary, it is not enough for him or her to do the action first as a Board of Trustees member and then as Company Secretary.

## **58. Proper Accounts must be Kept**

58.1 Accounts shall be prepared in accordance with the Act and the Charities Act 2011.

## **59. Books must be Kept at the Office**

59.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

## **60. Inspection of Books**

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

## **61. Accounts and Returns**

61.1 The Board 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.

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

- 61.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 61.3.1 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
  - 61.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.
- 61.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 61.5 The Board 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.

## **62. Appointment of Reporting Accountants or Auditors**

- 62.1 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.

## **63. Service of Notices**

- 63.1 The Charity may give notice to any member either:
- 63.1.1 personally, or
  - 63.1.2 by delivering it or sending it by ordinary post to the member's address, or
  - 63.1.3 if the member has provided the Charity with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement, or
  - 63.1.4 if the member has provided the Charity with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement. If the member lacks a postal address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with Article 63.1.1, 63.1.3 or 63.1.4.
- 63.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Charity receives no indication that it has not been properly sent.
- 63.3 If sent by post in accordance with Article 63.1.2, the notice will be treated as having been received 48 hours after the envelope containing it 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 will be treated as having been received 24 hours after having been properly sent.
- 63.4 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.
- 63.5 Where a member has informed the Charity in Writing of his consent, or has given

deemed consent in accordance with the Act, to receiving notices from the Charity by means of a website, notice will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must be sent in accordance with Article 63.1 and must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice 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.

#### **64. Accidental Omission of Notice**

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

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

65.1 Notice of every general meeting must be given to

65.1.1 every member (except those members who have not given the Charity an address for notices within the United Kingdom),

65.1.2 reporting accountants or auditor of the Charity,

65.1.3 all members of the Board of Trustees.

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

#### **66. Alterations to these Articles**

66.1 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.

66.2 Alterations may only be made to:

66.2.1 the Charity's Objects, or

66.2.2 to any provision in these Articles which directs the application of property on dissolution, or

66.2.3 to any provision in these Articles which gives Trustees any benefit, with the Charity Commission's prior written consent where this is required by law.

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

66.4 Alterations may also require the consent of other bodies.

**67. Standing Orders**

- 67.1 The Board of Trustees shall have the power from time to time to make standing orders for the management of the Charity and any other matter they think relevant. Such orders shall, insofar as they regulate the election of trustees or the organisation or conduct of general meetings only take effect following their approval by members of the Charity.