

**Memorandum and  
Articles of Association of**

**THE LIFE PROJECT (BATH)**

Incorporated on 22<sup>nd</sup> March 2011  
Company Registration no. 7573284  
Charity Registration no. 1142459

***Prepared by  
Lawson Lewis & Company  
11 Hyde Gardens  
Eastbourne East Sussex BN21 4PP***

**The Companies Act 2006  
Company Not Having a Share Capital**

**Memorandum of Association of  
THE LIFE PROJECT (BATH)**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

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Name of each subscriber	Authentication by each subscriber
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<b>SIGNED by CLIVE DOUGLAS BROOKS</b>	) )	<i>Signature: Clive Brooks (sgn)</i>
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<b>SIGNED by DAVID JOHN TWINE</b>	)	<i>Signature: David Twine (sgn)</i>
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<b>SIGNED by MARTIN CLIFFORD LLOYD WILLIAMS</b>	) )	<i>Signature: Martin Williams (sgn)</i>
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<b>SIGNED by ELIZABETH PAMELA GAYNER</b>	) )	<i>Signature: Elizabeth Gayner (sgn)</i>
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<b>SIGNED by JAMES GREGORY COUCHMAN</b>	) )	<i>Signature: James Couchman (sgn)</i>
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Dated: 12<sup>th</sup> March 2011

**Articles of Association for a Charitable Company**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE**

**Articles of Association of THE LIFE PROJECT (BATH)**

1. **The company's name is The Life Project (Bath)** (and in this document it is called the "Charity").

**Interpretation**

2. In the articles:

**"the act"** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

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

**"the articles"** means the charity's articles of association;

**"the Charity"** means the company intended to be regulated by the articles;

**"clear days"** in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

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

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

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**"the memorandum"** means the charity's memorandum of association;

**"office"** means the registered office of the Charity;

**“officers”** includes the directors and the secretary (if any);

**“the seal”** means the common seal of the charity if it has one;

**“secretary”** means any person appointed to perform the duties of the secretary of the charity including a joint, assistant or deputy secretary

**“Statement of Beliefs”** means the beliefs and doctrines set out in the Schedule hereto

**“the Trustees”** means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993; and “Trustee” has a corresponding meaning;

**“the United Kingdom”** means Great Britain and Northern Ireland; and

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

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

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

### **Liability of members**

3. (1) The liability of the members is limited.
- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

### **Objects**

4. The Charity’s objects (“Objects”) are for the public benefit to promote and protect the health and well-being of persons with learning difficulties or other mental or physical disabilities in Bath and in such other parts of the United Kingdom as the Trustees may from time to time think fit according to Christian principles particularly but not exclusively by the provision of accommodation and other facilities to enable them to live within communities and to fulfil their individual potential.

## **Powers**

5. The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
  - (1) to raise funds and to invite and receive contributions from any persons whatsoever by way of loan, subscription, donation or otherwise. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (2) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - (3) to buy, take on lease or in exchange, hire or otherwise acquire any property or interest therein and to develop, improve and maintain the same and equip it for use;
  - (4) to sell, lease, assign, underlet or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (5) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
  - (6) to hold property as tenants in common with another or others not being a charity on such terms as shall be considered proper providing that the Charity shall at all times be entitled to receive the proportion of the net sale proceeds that reflect the funds provided by the Charity or the share, interest or entitlement of the Charity;
  - (7) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (8) to establish or support any charitable trusts, associations or institutions or other bodies formed for any of the charitable purposes included in the Objects;
  - (9) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (10) to make donations to any worker who is engaged in such work or activity which furthers the Objects or in assisting either directly or indirectly in the same;

- (11) to make donations or loans to other charities having the same or similar objects as the Charity;
- (12) to produce, sell or otherwise distribute literature, audio and visual aids, and other media of communication, but not so as to constitute permanent trading on the part of the Charity **except** where it is a direct means of furthering the Objects;
- (13) to arrange and provide for or join in arranging and providing for the holding of meetings, lectures, seminars, conferences, and training courses for the furtherance of the Objects;
- (14) (i) to train, equip, commission and support or to assist in the training of, any people who are concerned to achieve the Objects;
- (ii) to make any grant, gift, or payment for the purpose of or in connection with such training, equipping, commissioning and support;
- (iii) to make provision for the accommodation of individuals and groups of individuals in the areas in which it is desired to operate the Charity;
- (15) to insure any asset of the Charity on such terms as the trustees may think fit and to pay the appropriate premiums and to use any insurance money received in any manner the trustees think fit whether to restore the asset or not;
- (16) to insure and arrange insurance cover for and to indemnify its members employees and voluntary workers from and against all such risks incurred in the proper performance of their duties as may be thought fit;
- (17) to provide indemnity insurance to cover the liability of the trustees 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:
  - (i) any claim arising from any act or omission which the trustees (or the trustee in question) knew to be a breach of trust or breach of duty or which was committed by the trustees (or by the trustee in question) in reckless disregard of whether it was a breach of trust or breach of duty or not;
  - (ii) the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or against the trustee in question) in their capacity as trustees of the Charity;
- (18) to invest the moneys of the Charity not immediately required for the furtherance of the Objects in or upon such investments, securities (including the making of loans) or property as may be

thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- (19) to undertake, facilitate or support the co-ordination and networking of other agencies fulfilling the same or similar objects with the aim of making the most strategic and effective use of resources including personnel, expertise and finance in the same or similar locations or projects;
- (20) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (21) to employ and remunerate such staff as are necessary for carrying out the work of the charity and to make all reasonable provision for the payment of pensions, super-annuation and life assurance, benefits for staff and their dependants. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (22) to:
  - (a) employ a professional fund-manager; and
  - (b) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (23) to establish where necessary local branches (whether autonomous or not) or otherwise cause the Charity to be duly registered or constituted by law in any country in which it is desired to operate;
- (24) to establish subsidiary companies to assist, benefit or act as agents for the Charity;
- (25) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- (26) to do all such other lawful things as are necessary for the achievement of the Objects.

#### **Application of income and property**

- 6. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity

- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with article 5(17)
  - (c) A Trustee may receive an indemnity from the charity in the circumstances specified in article 56.
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Trustee receiving:
- (a) benefit from the charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity;
  - (c) interest on money lent by any member of the Charity at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
  - (d) reasonable and proper rent for premises demised or let by any member
  - (e) any premium in respect of any indemnity insurance relating to liabilities of the Trustees (or any of them) as and to the extent permitted by article 5(17)

### **Trustees' benefits**

(4)(A) No Trustee or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless:

- (i) the payment is permitted by article 6(4)(B)(a); or
- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

(4)(B) (a) (i) A Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity.



- (ii) A Trustee or connected person may be employed by the Charity or may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where the conditions set out in article 6(4)(B)(b) are satisfied
- (iii) Subject to article 6(4)(C) a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the charity by the Trustee or connected person.
- (iv) A Trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
- (v) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The Trustees may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, article 5(17)
- (vii) A Trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(4)(B)(b) The Charity and its Trustees may rely upon the authority provided by article 6(4)(B)(a)(ii) and (iv) if each of the following conditions is satisfied to the extent they are applicable:

- (i) The remuneration or other sums paid to the Trustee in question do not exceed an amount that is reasonable in all the circumstances, and
- (ii) The Trustee in question is absent from the part of any meeting at which there is discussion of:
  - his or her employment or remuneration, or any matter concerning the contract; or
  - his or her performance in the employment, or his or her performance of the contract; or
  - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under article 6(4)(B)(a), or

- any other matter relating to a payment or the conferring of any benefit permitted by article 6(4)(B)(a)
- (iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- (iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
- (v) The reason for their decision is recorded by the Trustees in the minute book
- (vi) A majority of the Trustees then in office have received no such payments
- (vii) A Trustee may not receive remuneration for acting as a Trustee
- (4)(B)(c) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
- (i) a partner;
  - (ii) an employee;
  - (iii) a consultant;
  - (iv) a director; or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued share capital

**Payment for supply of goods only – controls**

- (4)(C) The charity and its Trustees may only rely upon the authority provided by article 6(4)(B)(a)(iii) if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - (i) the charity or its Trustees (as the case may be); and
    - (ii) the Trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - (f) The reason for their decision is recorded by the Trustees in the minute book.
  - (g) A majority of the Trustees then in office are not in receipt of remuneration or payment authorised by article 6(4)(A)
- (5) In sub-clauses (2)-(4) of this article 6:
- (a) “charity” shall include any company in which the charity:
    - holds more than 50% of the shares; or
    - controls more than 50% of the voting rights attached to the shares; or
    - has the right to appoint one or more directors to the board of the company;
  - (b) in sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 “connected person” means:
    - (i) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
    - (ii) the spouse or civil partner of the Trustee or of any person falling within paragraph (i) above;
    - (iii) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (i) or (ii) above,
    - (iv) an institution which is controlled -

- (I) by the Trustee or any connected person falling within paragraph (i), (ii), or (iii) above; or
  - (II) by two or more persons falling within sub-paragraph (I), when taken together
- (v) a body corporate in which –
- (I) the Trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
  - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

### **Members**

- 7.1 The subscribers to the memorandum are the first members of the Charity and such other persons as are admitted to membership by the Trustees shall be members of the Charity. No person shall be admitted a member of the Charity unless he subscribes to the Statement of Beliefs.
- 7.2 Membership is not transferable.
- 7.3 The Trustees must keep a register of names and address of the members.

### **Classes of Membership**

8. (1) The Trustees may establish classes of membership with different rights and obligations and the Trustees shall record the rights and obligations in the register of members.
- (2) The members may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of Membership**

9. Membership is terminated if:

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

### **General Meetings**

10. (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) At an annual general meeting the members:-
  - (i) receive the accounts of the Charity for the previous financial year;
  - (ii) receive the Trustees' report on the Charity's activities since the previous annual general meeting;
  - (iii) appoint auditors (if required) for the Charity; and
  - (iv) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
11. The Trustees may call a general meeting at any time.

### **Notice of General Meetings**

12. (1) The minimum periods of notice required to hold a general meeting of the charity are:
  - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

- (b) fourteen clear days for all other general meetings.
  - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
  - (4) The notice must be given to all the members and to the Trustees and auditors (if any).
13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

#### **Proceedings at General Meetings**

14. (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - (b) one tenth of the total membership at the time
- whichever is the greater.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
  - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
  - (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
  - (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
17. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
  - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
18. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
    - (a) by the person chairing the meeting; or
    - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
    - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
  - (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

- (3) (a) A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the result of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

### **Content of Proxy Notices**

- 19. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.



- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:-
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of Proxy Notices**

- 19A (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### **Written Resolutions**

20. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) A copy of the proposed resolution has been sent to every eligible member;
  - (b) A simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified his or her agreement to the resolution; and

- (c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of Members**

- 21. Subject to article 8, every member shall have one vote.
- 22. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23. Votes may be cast in a poll either personally or by proxy. A proxy must be a member and shall not have the right to appoint a further proxy.

### **Trustees**

- 24. (1) A Trustee must be a natural person aged 18 years or older.  
(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 36.
- 25. The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 26. The first Trustees shall be those persons notified to Companies House as the first directors of the charity.
- 27. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

### **Powers of Trustees**

- 28. (1) The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.  
(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.  
(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.  
(4) In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under

these articles the Trustees shall have the following powers, namely:

- (i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
- (ii) to enter into contracts on behalf of the Charity

### **Retirement of Trustees**

29. At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one Trustee he or she must retire.
30. (1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
  - (2) If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
  - (3) If the Charity at the meeting at which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or when a resolution for the appointment of the Trustee is put to the meeting and lost.

### **Appointment of Trustees**

31. The Charity may by ordinary resolution:
  - (1) appoint a person who is willing to act to be a Trustee; and
  - (2) determine the rotation in which any additional Trustees are to retire.
32. No person may be appointed a Trustee at any general meeting unless:
  - (1) that person is at the time of the general meeting at which he is proposed to be appointed a Trustee a member of the Charity; and

- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Trustee
  - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed, and
33. No person may be appointed a Trustee unless:-
  - 33.1 he or she subscribes to the Statement of Beliefs;
  - 33.2 the members are satisfied that such an appointment will safeguard the ethos of the Charity.
34. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
35. The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

### **Disqualification and Removal of Trustees**

36. A Trustee shall cease to hold office if he or she:
  - (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (3) ceases to be a member of the charity;
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (5) resigns as a Trustee or Director by notice to the charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated;
  - (7) he or she ceases to subscribe to the Statement of Beliefs; or

- (8) not less than two thirds of the Trustees decide at a meeting for a good and sufficient reason that he or she shall cease to be a Trustee provided that he or she shall have been given 14 days clear notice in writing to his or her last known address of the intention to remove him or her as a Trustee and the reasons therefor, and he or she shall have been given the right to be heard by the other Trustees before any vote shall have been taken.

### **Remuneration of Trustees**

37. The Trustees must not be paid any remuneration unless it is authorised by article 6.

### **Proceedings of Trustees**

38. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
  - (2) Any Trustee may call a meeting of the Trustees.
  - (3) The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom but otherwise prior written notice (including by electronic means) of every meeting shall be given to every Trustee.
  - (6) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (7) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
39. (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
  - (2) The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
  - (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

40. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
41.
  - (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
  - (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
  - (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.
42.
  - (1) A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held provided that:
    - (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
    - (b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
  - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

### **Delegation**

43.
  - (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees and such other persons as the Trustees may think fit but the terms of any delegation must be recorded in the minute book.
  - (2) The Trustees may impose conditions when delegating, including the conditions that:
    - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees or with specific prior approval of the Trustees
  - (3) The Trustees may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

#### **Declaration of Trustees' Interests**

44. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

#### **Conflicts of Interests**

45. (1) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
  - (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

#### **Validity of Trustees' Decision**

46. (1) Subject to article 46(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reasons of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

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

- (2) Article 46(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 46(1), the resolution would have been void, or if the Trustee has not complied with article 44.

### **Seal**

- 47. If the charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

### **Minutes**

- 48. The Trustees must keep minutes of all:
  - (1) appointments of officers made by the Trustees;
  - (2) proceedings at meetings of the charity;
  - (3) meetings of the Trustees and committees of Trustees including:
    - (a) the names of the Trustees present at the meeting;
    - (b) the decisions made at the meetings, and
    - (c) where appropriate the reasons for the decisions.

### **Accounts**

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

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

- 50. (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to the:



- (a) transmission of the statements of account to the charity;
  - (b) preparation of an Annual Report and its transmission to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

**Means of Communication to be Used**

51. (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
52. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
  - (2) must be given in electronic form.
53. (1) The charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
54. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
55. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

56. (1) The charity shall indemnify any Trustee against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
  - (2) In this article a “relevant Trustee” means any director or former director of the charity.
- 56A. The Charity may indemnify an auditor or independent examiner against any liability incurred by him or her or it:
- (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - (2) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

### **Rules**

57. (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the setting aside of the whole or any part or parts of the charity’s premises at any particular time or times or for any particular purpose or purposes;
  - (b) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (c) generally, all such matters as are commonly the subject matter of company rules.

- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **Dissolution**

58. (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity the Trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the members or the Trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **SCHEDULE**

### **Statement of Beliefs: the Apostles' Creed**

I believe in God, the Father Almighty,  
Creator of heaven and earth.

I believe in Jesus Christ,  
his only Son our Lord.  
He was conceived by the Holy Spirit  
and born of the virgin Mary.  
He suffered under Pontius Pilate,  
was crucified, died, and was buried.  
He descended to the dead.  
On the third day he rose again.  
He ascended into heaven,  
and sits at the right hand of the Father.  
From there he will come again  
to judge the living and the dead.

I believe in the Holy Spirit,  
the holy catholic church,  
the communion of saints,  
the forgiveness of sins;  
the resurrection of the body,  
and the life everlasting. Amen.