

# SERVICES FOR INDEPENDENT LIVING

A CHARITABLE COMPANY LIMITED BY GUARANTEE

Company No 4624968

Registered Charity No 1099020

Incorporated 24<sup>th</sup> December 2002

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## **ARTICLES OF ASSOCIATION**

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as amended 14<sup>th</sup> July 2010

as amended 18th June 2013

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# Services for Independent Living

*A Company Limited by Guarantee*

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## **Services for Independent Living**

A COMPANY LIMITED BY GUARANTEE

and not having a share capital

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### **NAME, OBJECTS AND POWERS**

#### **Name**

1. The name of the company is "Services for Independent Living" (referred to in this document as "the Charity").

#### **Objects**

2. The Charity's objects ("the objects") are to relieve disabled people and their family carers through the provision and promotion of services which foster independent living and improve their conditions of life, and which assist disabled people and their family carers to actively participate in and integrate into society.

#### **Powers**

3. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
  - (a) to provide direct services which are of benefit to disabled people and family carers;
  - (b) to act as a representative body of disabled people and family carers for the purposes of consultation with voluntary, statutory and other bodies to ensure that the needs of disabled people and family carers are adequately addressed;
  - (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that 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;
  - (e) to raise funds provided that in doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulation;
  - (f) 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, provided that 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;
  - (g) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (h) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (i) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
  - (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (k) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;
  - (l) to:
    - i) deposit or invest funds;
    - ii) employ a professional fund-manager; and
    - iii) 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;
  - (m) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, the section 73F of the Charities Act 1993;
  - (n) to do all such other lawful things as are necessary for the achievement of the Objects.
4. In carrying out its objects the Charity shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Charity.

#### **APPLICATION OF INCOME AND PROPERTY**

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects, provided that:
- (a) a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
  - (b) a Trustee may receive an indemnity from the Charity in the circumstances specified in article 86;
  - (c) a Trustee, being a Solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Charity by her/him or her/his firm when so instructed by the Trustees, provided that:
    - i) nothing shall authorise a Trustee or her/his firm to act as auditor to the Charity; and
    - ii) at no time shall a majority of the Trustees benefit under this provision; and
    - iii) a Trustee shall withdraw from any meeting whilst his or her own instruction or remuneration or that of his or her firm, is being discussed.

6. None of the income and property of the Charity shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Charity, provided that nothing shall prevent any payment in good faith by the Charity:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee) for any services rendered to the Charity;
  - (b) of interest on money lent by any member or Trustee of the Charity at a rate per annum not exceeding 2 per cent below the base lending rate of the Charity's bankers from time to time;
  - (c) of reasonable and proper rent for premises demised or let by any member or Trustee of the Charity;
  - (d) of fees, remuneration or other benefits in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100 part of the capital of the company;
  - (e) to any Trustee in respect of reasonable out-of-pocket expenses;
  - (f) of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Charity or is represented on the Board of Trustees provided that any such assistance is in respect of charitable activities in furtherance of the Charity;

and in Articles 5 and 6, the term "Trustee" shall be taken to include connected persons as defined in Article 90.

#### **LIMITED LIABILITY**

7. The liability of the members is limited.
8. Every member of the Charity promises, if the Charity is dissolved while he/she is a member or within twelve months after he/she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him/her towards the payment of the debts and liabilities of the Charity incurred before he/she 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.

#### **MEMBERSHIP**

##### **Admission of members**

9. The Trustees may at their discretion admit members as follows:
- (a) Disabled people and family carers may be admitted as ***full members***.
  - (b) Other individuals and organisations who support the objects of the Charity may be admitted as ***associate members***.

### **Categories of membership**

10. The rights and privileges attached to the categories of membership shall be as follows:
  - (a) Full members shall be entitled to receive notice of, attend, speak, and vote at all General Meetings of the Charity, and to participate in any members' written resolutions, and shall be treated as members of the Charity for all purposes of the Articles and of statute. Whenever the term "member" is used within the Articles it shall be taken to refer only to full members unless otherwise specifically stated.
  - (b) Associate members shall be entitled to receive notice of, attend and speak at all General Meetings of the Charity, and may propose motions and nominate candidates for elections within the Charity, but they shall not hold voting rights and shall not be treated as members of the Charity for the purpose of counting quorums or for any other purpose of the Articles or of statute. Whenever the term "member" is used within the Articles it shall be taken to exclude associate members unless otherwise specifically stated. The Trustees shall have the right to terminate the membership of an Associate member at any time and for any reason.

### **Register of Members**

11. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every full member and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Charity in writing within seven days of a change to his/her name or address. A separate list shall be maintained of associate members.
12. Each member shall be entitled to receive a copy of the Charity's Articles of Association at no charge, and of any amendments subsequently made to them.

### **Cessation of Membership**

13. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
14. A member shall cease to be a member if he/she:
  - (a) resigns by giving six months' notice in writing to the Charity: or
  - (b) dies: or
  - (c) fails to confirm his/her wish to remain a member in such manner as may be required by the Trustees; or
  - (d) is expelled by the Trustees for conduct prejudicial to the Charity, provided that member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

## **GENERAL MEETINGS**

15. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
16. The business of an Annual General Meeting shall comprise:
  - (a) the consideration of the Report and Accounts presented by the Trustees;
  - (b) the election of Trustees;
  - (c) the election of honorary officers;
  - (d) the appointment and the fixing of the remuneration of the auditor or auditors, if any;
  - (e) such other business as may have been specified in the notices calling the meeting.
17. The Trustees may call a General Meeting at any time, and shall call one if requested so to do by at least 5% of the members of the Charity.

## **NOTICES OF GENERAL MEETINGS**

18. Any General Meeting shall be called by at least 14 clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed by at least 90 per cent of those entitled to attend and vote.
19. 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. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy.
20. The notice must be given to all the members and Trustees and to the auditors (if any) , and may be given:
  - (a) in person;
  - (b) by sending it by post addressed to that person at that person's registered address, or by leaving it at that address;
  - (c) by fax or by electronic communication to an address provided for that purpose; or
  - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.
21. 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.
22. The Charity may, at its discretion, invite other persons to attend its meetings, with or without speaking rights, and without voting rights. Associate members may attend and speak at all General Meetings.

## PROCEEDINGS AT GENERAL MEETINGS

23. Every member present shall have one vote on any question to be decided by a General Meeting.
24. A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which she/he has a personal material or financial interest without the permission of a majority of the other members present.
25. No business shall be transacted at a General Meeting unless a quorum is present. Five members shall be a quorum.
26. 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.
27. 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.
28. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
29. At every General Meeting the Chairperson of the Trustees (or one of the Co-Chairs), shall preside but if she/he is not present within 20 minutes after the time appointed for the commencement of the meeting the Vice-Chairperson (or the other Co-Chair), shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

## VOTING AT GENERAL MEETINGS

### Types of resolution

30. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast.
  - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.

### Votes and ballots

31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a vote by indication unless a secret ballot is, before or on the declaration of the result of the vote by indication, demanded by at least two members present. A secret ballot may not be demanded on any question concerning the selection of a Chairperson for a meeting or for any question of adjournment. Unless a secret ballot



be so demanded, a declaration by the Chairperson that a resolution has on a vote by indication been carried or lost and an entry to that effect containing the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.

32. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
33. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
34. In the case of an equality of votes, whether on a vote by indication or on a ballot, the Chairperson of the meeting shall have a second or casting vote.

### **Proxy voting**

35. Anyone entitled to vote at a General Meeting may appoint a proxy to act for him or her, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
  - (a) to vote this way or that on any particular resolution or
  - (b) permitted to vote in accordance with his or her own judgement.
36. On a show of hands someone acting as a proxy shall have one vote. However if a proxy has been appointed by more than one member and has been instructed by one or more members to vote for the resolution, and has also been instructed by one or more members to vote against it, he or she has one vote for and one against. On a written ballot a proxy is entitled to cast all the votes he or she holds.

### **ADJOURNMENT OF GENERAL MEETINGS**

37. A General Meeting may by ordinary resolution resolve that the meeting shall be adjourned.
38. 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.
39. 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.
40. If a meeting is adjourned for more than 14 days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

### **MEMBERS' WRITTEN RESOLUTIONS**

41. Any decision that may be made at a General Meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.

42. A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
43. The majorities required to pass a written resolution are as follow:
  - (a) for an ordinary resolution, approval is required from a simple majority of the members;
  - (b) for a special resolution, approval is required from not less than 75% of the members.
44. The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
45. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

#### **BOARD OF TRUSTEES**

46. The Charity shall have a Board of Trustees comprising not less than five and not more than fifteen persons.

#### **Retirement cycle**

47. At every Annual General Meeting one-third of the elected Trustees shall retire from office (or, if their number is not divisible by three, then the number nearest to one-third), those to retire being those who have been longest in office since they were last elected. In the event of there being two or more persons with the same length of service then, in the absence of agreement, those to retire shall be decided by lot. On expiration of the period of office for which she/he was appointed, a Trustee shall be eligible for re-election.

#### **Election and appointment of Trustees**

48. New Trustees shall be elected annually at or prior to the Annual General Meeting. Procedures for nominating and electing Trustees shall be established and may be amended by the Trustees from time to time, provided that all full members of the Charity shall have the right to nominate and stand for election and vote.
49. The Trustees may in addition at any time co-opt any person or persons whether or not a member of the Charity (and may for that purpose invite agencies or bodies to nominate persons for such co-option) provided that:-
  - (a) the number of co-opted Trustees shall not at any time exceed seven;
  - (b) no co-option shall be made which would result in the maximum size of the Trustees specified in these Articles being exceeded; and
  - (c) no co-option shall be made which would result in the number of Trustees who are not disabled or family carers outnumbering the number of Trustees who are.

50. Each appointment of a co-opted member shall be made at a special meeting of the Trustees convened for that purpose and shall take effect from the end of that meeting (unless the appointment is to fill a place which has not yet been vacated, in which case the appointment shall run from the date when that place becomes vacant).
51. Co-opted Trustees shall have full voting rights in the proceedings of the Trustees and shall be full Trustees for all purposes but (unless they are members of the Charity in their own right), co-opted Trustees shall not hold voting rights in General Meetings of the Charity.
52. Subject to Article 55 below, a co-opted Trustee shall serve until the conclusion of the Annual General Meeting next following their co-option but may be removed at any time by the Trustees.

### **Exclusions**

53. Under no circumstances shall any of the following serve as Trustees:
  - (a) employees of the Charity;
  - (b) persons aged less than 18 years;
  - (c) persons who are undischarged bankrupts or who are otherwise disqualified by law from serving as company directors;
  - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.

### **Payment of expenses**

54. Trustees may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Trustees or General meetings of the Charity or in connection with the business of the Charity.

### **Vacation of office**

55. The office of Trustee shall be immediately vacated if she/he:
  - (a) resigns her/his office in writing to the Charity; or
  - (b) ceases to be a member of the Charity; or
  - (c) in the opinion of a majority of the Trustees, fails to declare her/his interest in any contract as referred to in Article 74; or
  - (d) is absent from three successive meetings of the Trustees without special leave of absence from the Trustees and they pass a resolution that she/he has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Trustees; or
  - (e) is removed from office by ordinary resolution of the Charity in General Meeting in accordance with the Companies Acts; or
  - (f) becomes bankrupt or is in breach of any county court administration order; or
  - (g) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

## **POWERS OF THE BOARD OF TRUSTEES**

56. 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.
57. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
58. 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.
59. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

## **HONORARY OFFICERS**

60. At the Annual General Meeting, the members shall elect from amongst the Trustees:
  - (a) a Chairperson and Vice-Chairperson, or alternatively two Co-Chairs, and
  - (b) a Treasurer, and
  - (c) such other honorary officers as they may from time to time decide.
61. Any officer so appointed may be removed or replaced at any time by a General Meeting provided that the question of the officer's removal or replacement is specified in the notices calling the meeting. In the event of a casual vacancy occurring in any officer post, the Trustees may appoint one of their own number to fill such post until the next General Meeting.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

### **Meetings of the Trustees**

62. Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
63. A meeting of the Trustees shall be called at the request of an honorary officer, or of any two Trustees, by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Trustees to any of its members for the time being absent from the United Kingdom.
64. The Trustees may act regardless of any vacancy in their body but, if and for so long as their number is less than the minimum prescribed in these Articles, the Trustees may act for the purposes of increasing the number of Trustees to that number, or of summoning a General Meeting of the Charity, but for no other purpose.
65. At every Trustees meeting the Chairperson of the Charity (or one of the Co-Chairs) shall preside, but if she/he is not present within 20 minutes after the appointed time of the commencement of the meeting the Vice-Chairperson (or the other Co-Chair)

shall preside, and in the event of her/his absence the Trustees present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

66. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
67. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
68. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is 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.
69. The quorum shall be 50% of the Trustees for the time being.
70. 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.

### **Written resolutions**

71. 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 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 on the matter; 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 28 days after the resolution has been circulated.
72. All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

### **COMMITTEES**

73. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
  - (c) the Trustees may vary or revoke the delegation;

- (d) the committee shall report regularly to the Trustees.

### **DECLARATIONS OF INTEREST**

74. 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 INTEREST**

75. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these 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;
  - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
76. In the above 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 any direct or indirect benefit to a Trustee or to a connected person.

### **MINUTES**

77. The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
  - (b) proceedings at General Meetings of the Charity;
  - (c) written resolutions passed by the Charity;
  - (d) meetings of the Trustees and committees of Trustees including:
    - i) the names of the Trustees present at the meeting;
    - ii) the decisions made at the meetings; and
    - iii) where appropriate, the reasons for the decisions.
78. Minutes of meetings shall be kept for a minimum of 10 years.

## **ACCOUNTS**

79. The Trustees must keep accounting records as required by the Companies Acts.
80. The Trustees must prepare accounts for each financial year as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
81. The Trustees must send a copy of the annual accounts and reports for each financial year to:
  - (a) every member of the Charity, and
  - (b) every person who is entitled to receive notice of General Meetings.
82. The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

## **EXPENDITURE**

83. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Trustees shall from time to time by resolution determine, provided that all instruments of expenditure above a certain limit specified from time to time by the Trustees must be signed by two Trustees.

## **ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

84. The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
  - (a) the transmission of the statements of account to the Charity;
  - (b) the preparation of an annual report and its transmission to the Commission;
  - (c) the preparation of an annual return and its transmission to the Commission.
85. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **INDEMNITY**

86. Subject to the provisions of the Companies Acts, in the execution of the objects of the Charity no Trustee, auditor or other officer of the Charity shall be liable for any loss to the property of the Charity arising by reason of any improper investment made in good faith (so long as she/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons or by

reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

## **RULES**

87. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes.
  - (d) the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
88. The Charity in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think fit sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity; provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## **DISSOLUTION**

89. In the event of the winding up or dissolution of the Charity, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Charity, but shall be transferred in furtherance of its objects to some other charitable institution or institutions having objects similar to or comparable with any of the objects of the Charity as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Charity.

## **INTERPRETATIONS**

90. In these Articles:

"The Charity" means the company to which these Articles apply.

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) to the extent that they apply to the Charity.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.



"The Commission" means the Charity Commission for England and Wales.

"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;

"Clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect.

"Connected person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
  - i. by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or
  - ii. by two or more persons falling within sub-paragraph (i), when taken together
- (e) a body corporate in which –
  - i. the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
  - ii. two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

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

"Employee" means anyone holding a current contract of employment with the Charity.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.