

The Companies Acts 1862 to 1898

The Companies Acts 1985 to 1989

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Registered on 20 April 1899

---

**Articles of Association  
of  
Barnardo's**

---

As amended and adopted by special resolution passed on 21 July 2011

**[www.barnardos.org.uk](http://www.barnardos.org.uk)**

Barnardo's (a company limited by guarantee)

Registered Office: Tanners Lane, Barkingside, Ilford, Essex IG6 1QG

Registered No. 61625 England

Barnardo's Registered Charity Nos. 216250 and SC037605

**The Companies Acts 1862 to 1898  
The Companies Acts 1985 to 1989  
The Companies Act 2006**

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

**Index to Articles of Association of Barnardo's**

INTERPRETATION .....	1
<b>1. Defined terms</b> .....	1
OBJECTS .....	1
<b>2. Objects</b> .....	1
BASIS AND VALUES .....	1
<b>3. Basis and Values</b> .....	1
<b>4. Powers</b> .....	2
LIMITATION ON PRIVATE BENEFITS .....	4
<b>5. Limitation on private benefits</b> .....	4
LIMITATION OF LIABILITY AND INDEMNITY .....	6
<b>6. Liability of members</b> .....	6
<b>7. Indemnity</b> .....	7
TRUSTEES .....	7
<i>TRUSTEES' POWERS AND RESPONSIBILITIES</i> .....	7
<b>8. Trustees' general authority</b> .....	7
<b>9. Trustees may delegate</b> .....	7
<b>10. Committees</b> .....	8
<b>11. Delegation of day to day management powers</b> .....	8
<b>12. Delegation of investment management</b> .....	8
<b>13. Rules</b> .....	9
<i>DECISION-MAKING BY TRUSTEES</i> .....	9
<b>14. Trustees to take decisions collectively</b> .....	9
<b>15. Calling a Trustees' meeting</b> .....	9
<b>16. Participation in Trustees' meetings</b> .....	10
<b>17. Quorum for Trustees' meetings</b> .....	10
<b>18. Appointment of Chair, Deputy Chair and Honorary Treasurer</b> .....	10
<b>19. Appointment of President and Vice-Presidents</b> .....	11
<b>20. Casting vote</b> .....	11
<b>21. Decisions without a meeting</b> .....	11
<b>22. Trustee interests and management of conflicts of interest</b> .....	12
<b>23. Register of Trustees' interests</b> .....	14
<b>24. Validity of Trustee actions</b> .....	14
<i>APPOINTMENT AND RETIREMENT OF TRUSTEES</i> .....	14
<b>25. Number of Trustees</b> .....	14
<b>26. Appointment of Trustees and retirement of Trustees by rotation</b> ....	14
<b>27. Disqualification and removal of Trustees</b> .....	15
MEMBERS .....	16
<i>BECOMING AND CEASING TO BE A MEMBER</i> .....	16
<b>28. Becoming a member</b> .....	16
<b>29. Termination of membership</b> .....	17
<i>ORGANISATION OF GENERAL MEETINGS</i> .....	17

<b>30. Annual general meetings</b>	17
<b>31. Other general meetings</b>	17
<b>32. Length of notice</b>	17
<b>33. Contents of notice</b>	18
<b>34. Service of notice</b>	18
<b>35. Quorum for general meetings</b>	18
<b>36. Chairing general meetings</b>	18
<b>37. Attendance and speaking by non-members</b>	19
<b>38. Adjournment</b>	19
<i>VOTING AT GENERAL MEETINGS</i>	19
<b>39. Voting: general</b>	19
<b>40. Votes</b>	20
<b>41. Errors and disputes</b>	20
<b>42. Poll votes</b>	20
<b>43. Procedure on a poll</b>	21
<b>44. Proxies</b>	22
<b>45. Delivery of Proxy Notices</b>	22
<b>46. Amendments to resolutions</b>	24
<i>WRITTEN RESOLUTIONS</i>	25
<b>47. Written resolutions</b>	25
<i>ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS</i>	26
<b>48. Communications by the Charity</b>	26
<b>49. Communications to the Charity</b>	28
<b>50. Secretary</b>	28
<b>51. Irregularities</b>	28
<b>52. Minutes</b>	28
<b>53. Records and accounts</b>	29
<b>54. Exclusion of model articles</b>	29
<i>WINDING UP</i>	29
<b>55. Winding up</b>	29
<i>SCHEDULE</i>	31
<b>Defined terms</b>	31

**The Companies Acts 1862 to 1898**  
**The Companies Acts 1985 to 1989**  
**The Companies Act 2006**

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

**Articles of Association of Barnardo's**

**INTERPRETATION**

**1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

**OBJECTS**

**2. Objects**

The Objects of the Charity are for the public benefit:

- 2.1 To promote the care, safety and upbringing of children and young people by:-
  - 2.1.1 supporting and assisting those in need, their families and carers;
  - 2.1.2 promoting their health; and
  - 2.1.3 advancing their education.
- 2.2 The relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage.

**BASIS AND VALUES**

**3. Basis and Values**

In pursuing the Objects, the Charity shall have regard to its Basis and Values being:

- 3.1 Basis
  - 3.1.1 Barnardo's derives its inspiration and values from the Christian faith.
  - 3.1.2 These values, enriched and shared by many people of other faiths and of no religious faith, provide the basis of our work with children and young people, their families and communities.

## 3.2 Values

Barnardo's work is carried out in accordance with the following values:

- 3.2.1 Respecting the unique worth of every person;
- 3.2.2 Encouraging people to fulfil their potential;
- 3.2.3 Working with hope;
- 3.2.4 Exercising responsible stewardship.

## **POWERS**

### **4. Powers**

To further its objects the Charity may:

- 4.1 provide support for and give help, protection and guidance to children, young people and their families and carers with whom the Charity works;
- 4.2 be registered as an Adoption Agency and provide services to recruit adoptive parents, provide adoption placements for children who have a plan for adoption, and provide a range of adoption support services;
- 4.3 provide and assist in the provision of financial aid, materials or other help;
- 4.4 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 4.5 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 4.6 promote, encourage, carry out or commission research, surveys, studies or other work, making the results available;
- 4.7 provide or procure the provision of counselling and guidance;
- 4.8 provide or procure the provision of advice;
- 4.9 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which a charity may properly undertake;
- 4.10 enter into contracts to provide services to or on behalf of other bodies;
- 4.11 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

- 4.12 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 1993);
- 4.13 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 1993 if it wishes to mortgage land);
- 4.14 set aside funds for special purposes or as reserves against future expenditure;
- 4.15 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.16 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 4.17 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 4.18 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.19 accept (or disclaim) gifts of money and any other property;
- 4.20 raise funds by way of subscription, donation or otherwise;
- 4.21 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 4.22 incorporate and acquire subsidiary companies to carry on any trade;
- 4.23 subject to Article 5 (limitation on private benefits):
  - 4.23.1 engage and pay employees, consultants and professional or other advisers; and
  - 4.23.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses, civil partners and dependants;
- 4.24 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;

- 4.25 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 4.26 undertake and execute charitable trusts;
- 4.27 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 4.28 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 4.29 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 4.30 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 4.31 undertake trust business including acting as a trustee under wills, trusts and settlements and acting as executor and administrator;
- 4.32 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 73F of the Charities Act 1993, (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 73F(1) shall be treated as references to officers of the Charity);
- 4.33 do all such other lawful things as may further the Charity's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

##### **5. Limitation on private benefits**

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

##### ***Permitted benefits to members***

- 5.2 No part of the income and 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 shall not prevent any payment in good faith by the Charity of:
  - 5.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Charity;
  - 5.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Charity (including services performed by the member under a contract of employment with the Charity), provided that if such member is a Trustee Articles 5.3, 5.4 and 5.5 shall apply;

- 5.2.3 interest at a reasonable and proper rate on money lent by any member to the Charity;
- 5.2.4 any reasonable and proper rent for premises let by any member to the Charity; and
- 5.2.5 any payments to a member who is also a Trustee which are permitted under Articles 5.3, 5.4 or 5.5.

***Permitted benefits to Trustees and Connected Persons***

5.3 No Trustee may:

- 5.3.1 sell goods, services or any interest in land to the Charity;
- 5.3.2 be employed by, or receive any remuneration from, the Charity; or
- 5.3.3 receive any other financial benefit from the Charity;

unless the payment is permitted by Article 5.4 or 5.5 or authorised in Writing by the Charity Commission.

5.4 A Trustee may receive the following benefits from the Charity:

- 5.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Charity in his, her or its capacity as a beneficiary of the Charity;
- 5.4.2 a Trustee may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
- 5.4.3 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that this provision may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to a Trustee in relation to that Trustee);
- 5.4.4 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Charity;
- 5.4.5 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Charity;
- 5.4.6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.32; and

5.4.7 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 7;

provided that where benefits are conferred under Article 5.4, Article 22 (Trustee Interests and Management of Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

### ***Subsidiary Companies***

5.5 Article 5.4 (read so that references to “the Charity” are replaced by references to “any Subsidiary Company”) shall permit a Trustee to receive benefits from a Subsidiary Company provided that:

5.5.1 Article 5.4.1 shall be treated as though it read “a Trustee or person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Charity or of any Subsidiary Company”; and

5.5.2 the words in Article 5.4.3 “on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Charity)” shall be treated as though they read “, with the approval of the Trustees, (excluding the service of acting as Trustee but including other services performed by a Trustee or person Connected to a Trustee under a contract of employment with any Subsidiary Company)”.

5.6 A Trustees’ duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disappplied in relation to the transactions and arrangements permitted by Articles 5.3 and 5.5 and described in Articles 5.4.1 to 5.4.7 (inclusive).

### ***OSCR***

5.7 If the Charity is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

## **LIMITATION OF LIABILITY AND INDEMNITY**

### **6. Liability of members**

Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Charity contracted before the time at which he, or she ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1.05 and his or her liability is limited to that amount.

## **7. Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## **TRUSTEES**

### ***TRUSTEES' POWERS AND RESPONSIBILITIES***

#### **8. Trustees' general authority**

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

#### **9. Trustees may delegate**

9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

9.3 Any delegation by the Trustees may be:

9.3.1 by such means;

9.3.2 to such an extent;

9.3.3 in relation to such matters or territories; and

9.3.4 on such terms and conditions;

as they think fit.

9.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

9.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

9.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

## **10. Committees**

### **10.1 In the case of delegation to committees:**

- 10.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);
- 10.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
- 10.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
- 10.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
- 10.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

10.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

## **11. Delegation of day to day management powers**

In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

- 11.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;
- 11.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 11.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

## **12. Delegation of investment management**

The Trustees may delegate the management of investments to a Financial Expert or Experts provided that:

- 12.1 the investment policy is set down in Writing for the Financial Expert or Experts by the Trustees;
- 12.2 timely reports of all transactions are provided to the Trustees;
- 12.3 the performance of the investments is reviewed regularly with the Trustees;
- 12.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 12.5 the investment policy and the delegation arrangements are reviewed regularly;
- 12.6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance; and
- 12.7 the Financial Expert or Experts must not do anything outside the powers of the Trustees.

### **13. Rules**

The Trustees may from time to time make, repeal or alter such rules as they think fit as to the management of the Charity and its affairs. The rules shall be binding on all members of the Charity. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

### ***DECISION-MAKING BY TRUSTEES***

### **14. Trustees to take decisions collectively**

Any decision of the Trustees must be either:

- 14.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting; or
- 14.2 a decision taken in accordance with Article 21.

### **15. Calling a Trustees' meeting**

- 15.1 Three Trustees may (and the Secretary, if any, must at the request of three Trustees) call a Trustees' meeting.
- 15.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
  - 15.2.1 all the Trustees agree; or
  - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Notice of Trustees' meetings must be given to each Trustee.
- 15.4 Every notice calling a Trustees' meeting must specify:
  - 15.4.1 the place, day and time of the meeting;

- 15.4.2 the general nature of the business to be considered at such meeting;  
and
- 15.4.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 15.5 Notice of Trustees' meetings need not be in Writing.
- 15.6 Article 48 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

## **16. Participation in Trustees' meetings**

- 16.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
  - 16.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 16.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 16.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **17. Quorum for Trustees' meetings**

- 17.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 17.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees and unless otherwise fixed it is five or one-third of the total number of Trustees, whichever is the greater.
- 17.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
  - 17.3.1 to appoint further Trustees; or
  - 17.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

## **18. Appointment of Chair, Deputy Chair and Honorary Treasurer**

- 18.1 At the first Trustees' meeting following an annual general meeting the Trustees shall, if necessary, elect a Chair and Deputy Chair of its meetings and determine the period for which the Deputy Chair is to hold office.

- 18.2 The Chair shall hold office until the end of the third annual general meeting following his or her appointment and shall be eligible for reappointment for not more than one further term of office.
- 18.3 The Trustees shall also elect a Chair or Deputy Chair if and whenever a casual vacancy occurs. A Chair elected to fill a casual vacancy shall hold office until the end of the annual general meeting following his or her appointment but shall be eligible for re-appointment. A period served as a result of a casual vacancy shall not be counted as a term of office for subsequent re-election.
- 18.4 At any meeting the Chair, or in his or her absence, the Deputy Chair shall be Chair of the meeting but if neither the Chair nor the Deputy Chair is present within five minutes after the time appointed for holding the meeting, the Trustees present may choose one of their number to be chair of the meeting.
- 18.5 The Trustees shall elect an Honorary Treasurer and determine the period for which the Honorary Treasurer is to hold office.

**19. Appointment of President and Vice Presidents**

The Trustees shall recommend to the members a candidate for President and candidates for Vice Presidents, such candidates to be approved by the members at a general meeting by ordinary resolution. If a candidate for President or candidates for Vice President are approved by the members, the Trustees shall determine the period for which each approved candidate is to hold office, including any renewals of terms of office. In the event of a vacancy mid-term, the Trustees shall have the power to appoint a President or Vice Presidents who shall retain office until the end of the first annual general meeting after the date of appointment, but shall be eligible for re-appointment. Re-appointment shall be by recommendation by the Trustees and approval by the members at a general meeting by ordinary resolution.

**20. Casting vote**

- 20.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 20.2 Article 20.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**21. Decisions without a meeting**

- 21.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting if:
  - 21.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
  - 21.1.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

- 21.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 21.1.4 a majority of 80% of the Trustees vote in favour of a particular decision on that matter.
- 21.2 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:
  - 21.2.1 may be in different places, and may participate at different times; and
  - 21.2.2 may communicate with each other by any means.
- 21.3 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
  - 21.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
  - 21.3.2 the nomination of a person to whom all Trustees' votes
  - 21.3.3 must be communicated;
  - 21.3.4 if 80% of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
  - 21.3.5 the nominated person must prepare a minute of the decision in accordance with Article 52.

## **22. Trustee interests and management of conflicts of interest**

### ***Declaration of interests***

- 22.1 Unless Article 22.2 applies, a Trustee must declare the nature and extent of:
  - 22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
  - 22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 22.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

### ***Participation in decision-making***

- 22.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 22.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 5.4.1) and which is available generally to the beneficiaries of the Charity;
  - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 4.32;
  - (c) payment under the indemnity set out at Article 7;
  - (d) reimbursement of expenses in accordance with Article 5.4.2; or
- 22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 22.5.

- 22.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:
- 22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
- 22.5.2 not be counted in the quorum for that part of the process; and
- 22.5.3 withdraw during the vote and have no vote on the matter.

### ***Continuing duties to the Charity***

- 22.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
- 22.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it

would result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

**23. Register of Trustees' interests**

The Trustees must cause a register of Trustees' interests to be kept.

**24. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

***APPOINTMENT AND RETIREMENT OF TRUSTEES***

**25. Number of Trustees**

There shall be at least eight Trustees and the maximum number of Trustees shall be twenty.

**26. Appointment of Trustees and retirement of Trustees by rotation**

***Appointment of Trustees***

26.1 Any person who is willing to act as a Trustee, accepts membership of the Charity in accordance with Article 28, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Trustee:

26.1.1 by ordinary resolution; or

26.1.2 by a decision of the Trustees;

provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.

***Automatic retirement***

26.2 Subject to Article 26.3, each Trustee shall retire from office at the third annual general meeting following the commencement of his or her term of office, and shall be eligible for re-election, provided that the Chair shall not be required to retire until the end of the annual general meeting at which he or she ceases to hold office under Article 18.2.

26.3 A Trustee appointed under 26.1.2 shall retire from office at the next annual general meeting following his or her appointment and may be re-elected at

that meeting by the members in accordance with the Articles. A period served between such appointment and the next annual general meeting shall not be counted as a term of office for subsequent re-election.

### ***Minimum age***

- 26.4 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

### ***Conditions of appointment***

- 26.5 No person other than a Trustee retiring by virtue of Article 26.2 shall be appointed or reappointed a Trustee at any general meeting unless:

26.5.1 he or she is recommended by the Trustees; or

26.5.2 at least 10 but not more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment together with notice executed by that person of his or her willingness to be appointed or reappointed.

- 26.6 At least seven but not more than 28 Clear Days before the date appointed for holding a general meeting notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by virtue of Article 26.2 at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee.

### ***Timing of retirement***

- 26.7 A Trustee who retires at an annual general meeting and who is not reappointed shall retain office until either:

26.7.1 the meeting appoints someone in his or her place; or

26.7.2 (if no one is appointed in his or her place) until the end of the meeting.

### ***General***

- 26.8 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

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

A Trustee shall cease to hold office if:

- 27.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

- 27.2 he or she is disqualified under the Charities Act 1993 from acting as a trustee of a charity;
- 27.3 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 27.4 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 27.5 he or she is named on the barred list maintained under the Safeguarding Vulnerable Groups Act 2006;
- 27.6 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 27.7 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least eight Trustees will remain in office when such resignation has taken effect);
- 27.8 he or she 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 he or she be removed for this reason;
- 27.9 at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;
- 27.10 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office; or
- 27.11 he or she ceases to be a member of the Charity.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### **28. Becoming a member**

- 28.1 The members of the Charity shall be such persons who were either Honorary or Ordinary members prior to 21<sup>st</sup> July 2011 and such other persons as are admitted to membership by the Trustees in accordance with the Articles.
- 28.2 Subject to Article 28.1, no person may become a member of the Charity unless:
  - 28.2.1 that person has applied for membership in a manner approved by the Trustees;
  - 28.2.2 that person has affirmed in writing that he or she upholds the Basis and Values set out in Article 3; and

28.2.3 the Trustees have approved the application. The Trustees may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

28.3 The Trustees may from time to time prescribe additional criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

### ***Register of members***

28.4 The names of the members of the Charity must be entered in the register of members.

## **29. Termination of membership**

29.1 Membership is not transferable.

29.2 A member shall cease to be a member:

29.2.1 if the member dies;

29.2.2 if the member has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

29.2.3 on the expiry of at least seven Clear Days' notice given by the member to the Charity of his or her intention to withdraw; or

29.2.4 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member or categories of members be removed from membership. Such a resolution need not be related to the conduct of members nor do the reasons for removal have to be disclosed.

## ***ORGANISATION OF GENERAL MEETINGS***

### **30. Annual general meetings**

The Charity shall hold an annual general meeting once in every calendar year. It shall be held at such time and place as the Trustees think fit.

### **31. Other general meetings**

31.1 The Trustees may call a general meeting at any time.

31.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

### **32. Length of notice**

All general meetings must be called by either:

32.1 at least 14 Clear Days' notice; or

- 32.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

### **33. Contents of notice**

- 33.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 33.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 33.3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a meeting of the Charity.
- 33.4 If the Charity gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

### **34. Service of notice**

Notice of general meetings must be given to every member, to the Trustees and to the auditors of the Charity.

### **35. Quorum for general meetings**

- 35.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present. The quorum shall be seven persons entitled to vote on the business to be transacted (each being a member or a proxy for a member).
- 35.2 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### **36. Chairing general meetings**

- 36.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.
- 36.2 If neither the Chair nor any Trustee nominated in accordance with Article 36.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

36.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 36.3.

**37. Attendance and speaking by non-members**

The chair of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting.

**38. Adjournment**

38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.1.1 the meeting consents to an adjournment; or

38.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.2 When adjourning a general meeting, the chair of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees.

38.3 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:

38.3.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and

38.3.2 containing the same information which such notice is required to contain.

38.4 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

***VOTING AT GENERAL MEETINGS***

**39. Voting: general**

39.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

39.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

39.2.1 has or has not been passed; or

39.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 52 is also conclusive evidence of that fact without such proof.

#### **40. Votes**

##### ***Votes on a show of hands***

40.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

40.1.1 each member present in person; and

40.1.2 (subject to Article 45.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

##### ***Votes on a poll***

40.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

40.2.1 every member present in person; and

40.2.2 every member present by proxy (subject to Article 45.3).

##### ***General***

40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

#### **41. Errors and disputes**

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

#### **42. Poll votes**

42.1 A poll on a resolution may be demanded:

- 42.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 42.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 42.2 A poll may be demanded by:
- 42.2.1 the chair of the meeting;
  - 42.2.2 five or more persons having the right to vote on the resolution; or
  - 42.2.3 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes.
- 42.3 A demand for a poll may be withdrawn if:
- 42.3.1 the poll has not yet been taken; and
  - 42.3.2 the chair of the meeting consents to the withdrawal.

### **43. Procedure on a poll**

- 43.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

#### ***Results***

- 43.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 43.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

#### ***Timing***

- 43.4 A poll on:
- 43.4.1 the election of the chair of the meeting; or
  - 43.4.2 a question of adjournment;
- must be taken immediately.
- 43.5 Other polls must be taken within 30 days of their being demanded.
- 43.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

## ***Notice***

- 43.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 43.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

## **44. Proxies**

### ***Power to appoint***

- 44.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

### ***Manner of appointment***

- 44.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
  - 44.2.1 states the name and address of the member appointing the proxy;
  - 44.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 44.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - 44.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 44.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 44.4 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.
- 44.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 44.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any resolutions put to the meeting; and
  - 44.5.2 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.

## **45. Delivery of Proxy Notices**

- 45.1 The Proxy Notification Address in relation to any general meeting is:

45.1.1 the registered office of the Charity; or

45.1.2 any electronic Address falling within the scope of Article 45.2.

45.2 If the Charity gives an electronic Address:

45.2.1 in a notice calling a meeting;

45.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

45.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 45.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

### ***Attendance of member***

45.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

### ***Timing***

45.4 Subject to Articles 45.5 and 45.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

45.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

45.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

45.6.1 received in accordance with Article 45.4; or

45.6.2 given to the chair or Secretary (if any) at the meeting at which the poll was demanded.

### ***Interpretation***

- 45.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 45.

### ***Revocation***

- 45.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 45.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

45.9.1 the start of the meeting or adjourned meeting to which it relates; or

45.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

### ***Execution***

- 45.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **46. Amendments to resolutions**

- 46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

46.1.1 notice of the proposed amendment is given to the Charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 46.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

### ***WRITTEN RESOLUTIONS***

#### **47. Written resolutions**

##### ***General***

- 47.1 Subject to this Article 47 a written resolution agreed by:
- 47.1.1 members representing a simple majority; or
  - 47.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 47.2 On a written resolution each member shall have one vote.
- 47.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 47.4 A members' resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office may not be passed as a written resolution.

##### ***Circulation***

- 47.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 47.6 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 47.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 47.8 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Companies Acts.

##### ***Signifying agreement***

- 47.9 A member signifies his or her agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document:
- 47.9.1 identifying the resolution to which it relates; and

- 47.9.2 indicating the member's agreement to the resolution.
- 47.10 For the purposes of Article 47.9:
- 47.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 47.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Charity; or
  - (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 47.11 If the Charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **48. Communications by the Charity**

#### ***Methods of communication***

- 48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Charity under the Articles or the Companies Acts 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 the Charity, including without limitation:
- 48.1.1 in Hard Copy Form;
  - 48.1.2 in Electronic Form; or
  - 48.1.3 by making it available on a website.
- 48.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).
- 48.3 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 which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

### ***Deemed delivery***

- 48.4 A member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 48.5 Where any Document or information is sent or supplied by the Charity to the members:
- 48.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
  - 48.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
  - 48.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
    - (a) when the material was first made available on the website; or
    - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.6 Subject to the Companies Acts, a Trustee or any other person may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

### ***Failed delivery***

- 48.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 48.7.1 if the Document or information has been sent to a member or Trustee and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's or Trustee's postal address as shown in the Charity's register of members or Trustees, but may in its discretion choose to do so;
  - 48.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
  - 48.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

## ***Exceptions***

- 48.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.
- 48.9 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

## **49. Communications to the Charity**

The provisions of the Companies Acts shall apply to communications to the Charity.

## **50. Secretary**

A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 50.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 50.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

## **51. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **52. Minutes**

The Trustees must cause minutes to be made:

- 52.1 of all appointments of officers made by the Trustees;
- 52.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 52.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

### **53. Records and accounts**

53.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

53.1.1 annual reports;

53.1.2 annual returns; and

53.1.3 annual statements of account.

53.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or Documents merely by virtue of being a member.

### **54. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## **WINDING UP**

### **55. Winding up**

55.1 At any time before, and in expectation of, the winding up or dissolution of the Charity, the members of the Charity or, subject to any resolution of the members, the Trustees, may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

55.1.1 directly for the objects of the Charity; or

55.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

(a) for purposes similar to the objects of the Charity; or

(b) for use for particular purposes that fall within the objects of the Charity.

- 55.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity under this Article 55 (except to a member that is itself an institution chosen to benefit under this Article 55).
- 55.3 If no resolution is passed in accordance with Article 55.1 the net assets of the Charity shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

**SCHEDULE  
INTERPRETATION**

**Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
<b>1.1 “Address”</b>	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
<b>1.2 “Articles”</b>	the Charity’s articles of association;
<b>1.3 “Chair”</b>	has the meaning given in Article 18;
<b>1.4 “Charity”</b>	Barnardo's;
<b>1.5 “Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
<b>1.6 “Clear Days”</b>	in relation to the period of a notice, that 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;
<b>1.7 “Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
<b>1.8 “Connected”</b>	any person falling within one of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or  (b) the spouse or civil partner of any person in (a); or  (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or  (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
<b>1.9 “Deputy Chair”</b>	has the meaning given in Article 18;

<b>1.10</b>	<b>“Document”</b>	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
<b>1.11</b>	<b>“Electronic Form” and “Electronic Means”</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
<b>1.12</b>	<b>“Financial Expert”</b>	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
<b>1.13</b>	<b>“Hard Copy” and “Hard Copy Form”</b>	have the meanings respectively given to them in the Companies Act 2006;
<b>1.14</b>	<b>“Proxy Notice”</b>	has the meaning given in Article 44;
<b>1.15</b>	<b>“Proxy Notification Address”</b>	has the meaning given in Article 45;
<b>1.16</b>	<b>“Public Holiday”</b>	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
<b>1.17</b>	<b>“Secretary”</b>	the secretary of the Charity (if any);
<b>1.18</b>	<b>“Subsidiary Company”</b>	any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
<b>1.19</b>	<b>“Trustee”</b>	a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
<b>1.20</b>	<b>“Writing”</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.