



**ARTICLES OF ASSOCIATION
OF SONGBIRD SURVIVAL**

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1 The company's name is SongBird Survival (and in this document it is called the 'charity')

2 Interpretation

In these Articles:

'The Act' means the Companies Act 2006

'address' means a postal address all, for the purposes of electronic communication, a fax number, on e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity

'AGM' means an annual general meeting of the Charity

'area of benefit' means the United Kingdom

'these Articles' means these Articles of Association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the secretary

'Chairman' means the chairman of the Council

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'Council Member' means a director of the Charity and 'The Council' means all of the directors

'document' includes unless otherwise specified, any documents sent all supplied in electronic form;

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

'EGM' Means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or other person who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means benefit which may not be financial but has a monetary value

'member' and 'membership' refer to the membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Charity as defined in Article 4

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principle purpose of raising funds and not for the purpose of actually carrying out the Objects

'trustee' means a member of the Council

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

- 2.1 Expressions defined in the Act have the same meaning.
- 2.2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

3 Liabilities of members

The liability of the members is limited.

4 Objects

The charities objects ('Objects') are specifically restricted to the following:

- 4.1 To improve protect and preserve for the benefit of the public the population of song and other small birds in the British Isles which are threatened with extinction or are declining in population.
- 4.2 To advance the education of the public in the science of ornithology and in particular the study of song and other small birds.
- 4.3 To conserve natural and semi natural habitats and to recreate habitats in which the songbirds and other birds may live and to promote knowledge of conservation through education and research.

5 Powers

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:

- 5.1 To undertake research and to publish the useful results of such research.
- 5.2 To promote awareness of the welfare requirements of song and other small birds.
- 5.3 To encourage the study and advancement of ecology and conservation and the preservation of natural resources for the public benefit.
- 5.4 To contribute towards public debate on the most appropriate way of preserving the population of song and other small birds.
- 5.5 To cooperate with other bodies.
- 5.6 To support, administer or setup other charities.
- 5.7 To raise funds (but not by means of taxable trading).
- 5.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 5.9 To acquire or hire property of any kind.
- 5.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 5.11 To make grants or loans of money and to give guarantees.
- 5.12 To set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves.
- 5.13 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).
 - 5.13.1 To delegate the management of investments to a financial expert, but only on terms that:
 - 5.13.2 the investment policy is set down in writing for the financial expert by the Trustees
 - 5.13.3 every transaction is reported promptly to the Trustees
 - 5.13.4 the performance of the investments is reviewed regularly with the Trustees
 - 5.13.5 the Trustees are entitled to cancel the delegation arrangement at any time
 - 5.13.6 the investment policy and delegation arrangement are reviewed at least once a year
 - 5.13.7 all payments due to the financial experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 5.13.8 the financial expert must not do anything outside the powers of the Trustees
- 5.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (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 acting under their instructions and to pay any reasonable fee required.

- 5.15 To insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required.
- 5.16 To insure the Trustees, (in accordance with, and subject to the conditions in 189 of the charities Act 2011,) against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.
- 5.17 Subject to Article 6, to employ paid or unpaid agents, staff or advisors.
- 5.18 To enter into contracts to provide services to or on behalf of other bodies.
- 5.19 To establish subsidiary companies to assist or act as agents for the Charity.
- 5.20 To do anything else within the law which promotes or helps to promote the Objects.

6 Benefits and payments to charity members and Trustees

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but:
 - 6.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 6.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
 - 6.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 6.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - 6.2.1 as mentioned in clauses 5.18, 6.1.2, 6.1.3 or 6.3
 - 6.2.2 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 6.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 6.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - 6.2.5 in exceptional cases of the payments or benefits (but only with the written approval of the Commission in advance)
- 6.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if:
 - 6.3.1 the goods and services are actually required by the Charity;

- 6.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 6.4;
- 6.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.

7 Declaration of Trustee's interests

- 7.1 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 7.1.1 declare an interest at all before discussion begins on the matter;
 - 7.1.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 7.1.3 not be counted in the quorum for that part of the meeting;
 - 7.1.4 withdraw during the vote and have no vote on the matter.

8 Members

- 8.1 The subscribers to the Memorandum are the first members of the charity
- 8.2 Membership is open to other individuals or organisations who:
 - 8.2.1 apply to the charity in the form required by the Trustees; and
 - 8.2.2 are approved by the Trustees.
- 8.3 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - 8.3.1 the Trustees must inform the applicant in writing the reasons for the refusal within twenty-one days of the decision
 - 8.3.2 the Trustees must consider any written representations the applicant may make about the decision. The Trustee's decision following any written representations must be notified to the applicant in writing but shall be final
- 8.4 Membership is not transferable.
- 8.5 The Trustees must keep a register of names and addresses of the members.
- 8.6 The number of members with which the company proposes to be registered is unlimited.

9 Classes of membership

- 9.1 The Council may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. All subscriptions shall become due when a person or organisation is entered in the register of charity members and shall also be payable on the same day of the calendar month of the following month or year during which a member was first admitted to be a member, and similarly in each subsequent month or year.

- 9.2 The directors may not directly or indirectly all to the rights or obligations attached to a class of membership.
- 9.3 The rights attached to a class of membership may only be varied if:
- 9.3.1 3/4 of the members of that class consenting right into the variation; or
- 9.3.2 a special resolution is passed a separate general meeting of the members of that class agreeing to the variation.
- 9.4 The provisions in the articles about general meeting shall apply to any meeting relating to the variation of the rights of any class of members.

10 Termination of membership

Membership is terminated if:

- 10.1 the member dies, or if it is an organisation, ceases to exist;
- 10.2 the member resigns by written notice to the charity unless, after the resignation, there will be less than two members;
- 10.3 any sum due from the member to the charity is not paid in full within two months of it falling due;
- 10.4 the member is removed from membership by a resolution of the Trustees that is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
- 10.5 the member has been given at least 21 days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
- 10.6 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

11 General meetings

- 11.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 11.2 The Trustees may call the general meeting at any time.
- 11.3 The Trustees may make whatever arrangements they consider appropriate for holding general meetings by electronic means (either entirely or partially) which allows all those participating to speak, hear the presentations and comments of others, and exercise their voting rights at a general meeting.

12 Notice of general meetings

- 12.1 The minimum periods of notice required to hold a general meeting of the charity are:
- 12.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- 12.1.2 fourteen clear days for all other general meetings

- 12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety per cent of the total voting rights.
- 12.3 The notice must specify the date, time and place, of the meeting (or if it is to be held electronically, whether entirely or partially, the details for joining the meeting) and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain statements setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
- 12.4 The notice of the general meeting shall contain instructions as to how to participate in, and vote at such a meeting by electronic means. Where a general meeting is held by electronic means a member or proxy who participates by electronic means in that meeting in accordance with the instructions for the meeting is deemed to be present in person
- 13 The notice must be given to all the members and to the Trustees and auditors.
- 14 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 admission by the charity.

Proceedings at a general meeting

- 15 No business should be transacted any general meeting unless a quorum is present.
A quorum is:
- 15.1 Forty members or one tenth of the total membership whichever is the lowest, present in person or by proxy and entitled to vote upon the business to be conducted at the meeting;
- 15.2 The authorised representative of a member organisation shall be counted in the quorum.
- 16 **Should a quorum not be present**
- 16.1 If:
- 16.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 16.1.2 during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and places the Trustees shall determine.
- 16.2 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time in place of the meeting.
- 16.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute a quorum for that meeting.

17 Chairing the meeting

- 17.1 General meetings shall be chaired by the person who has been appointed as Chairman of the Board of Trustees and who also chairs meetings of The Council.

- 17.2 If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting the Vice Chairman shall chair the meeting or failing that another Trustee nominated by the Trustees.
- 17.3 If there is only one Trustee present, he or she will chair the meeting.
- 17.4 If no Trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote will choose one of their number to chair the meeting.

18 **Adjourning and reconvening a meeting**

- 18.1 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 18.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 18.3 No business should be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 18.4 If a meeting is adjourned by resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting, stating the date, time and place of the meeting (or if it is to be held electronically, whether entirely or partially, the details for joining the meeting).

19 **Voting**

- 19.1 Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of, the show of hands a poll is demanded:
 - 19.1.1 by the person chairing the meeting; or
 - 19.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 19.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 19.2
 - 19.2.1 The declaration by the person who is chairing the meeting of the result of the vote shall be conclusive unless a poll is demanded.
 - 19.2.2 The result of the vote must be recorded in the minutes of the charity, but the number or proportion of votes cast need not be recorded.
- 19.3
 - 19.3.1 A demand for a poll may be withdrawn, before the poll is taken but only with the consent of the person who is chairing the meeting.
 - 19.3.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

19.4

19.4.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

19.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

19.5

19.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

19.5.2 A poll demanded on any other questions must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

19.5.3 The poll must be taken within 30 days after it has been demanded.

19.5.4 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

19.5.5 If the poll is demanded the meeting may continue to deal with any other business that may be conducted at that meeting.

20 **Content of proxy notices**

20.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which-

20.1.1 states the name and address of the member appointing a proxy;

20.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

20.1.3 is signed by or on behalf of the member appointing a proxy or is authenticated in such manner as the Trustees may determine; and

20.1.4 is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

20.1.5 is received not less than forty-eight hours before the time appointed for holding the meeting.

20.2 The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

20.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

20.4 Unless a proxy notice indicates otherwise, it must be treated as-

20.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

20.4.2 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.

21 **Delivery of proxy notices**

- 21.1 A person who is entitled to attend, speak or vote (either on the 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.
- 21.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 21.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 21.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

22 **Written resolutions**

- 22.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 22.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 22.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 22.1.3 it is contained in an authenticated document which has been received at the office within the period of 28 days beginning with the circulation date.
- 22.2 A resolution in writing may comprise several copies to each one or more members have signified their agreement.
- 22.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 23 Subject to article 9, every member, whether an individual or an organisation shall have one vote, except for the chairman of the meeting, who has a second or casting vote.
- 24 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

25 **Representatives**

- 25.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 25.2 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

25.3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

26 Trustees and the Council

26.1 A Trustee must be a natural person aged 16 or older.

26.2 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 37.

27 The Council when complete shall consist of at least five and not more than eleven individuals, all of whom must be members.

28 The Trustees in post at the adoption of these articles, and the remaining length of their current term of office shall be namely: Alison Spottiswoode (1 year), Clive Sherwood (2 years), Colin Strang Steel (2 years), Nick Forde (3 years), Nicky Oliver (3 years), Nigel Macpherson (1 year), Stephen Guest (1 year), Peter Roberts (3 years), Tom Leicester (2 years).

29 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Council.

30 Powers of Trustees

30.1 The Trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

30.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

30.3 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Retirement of Trustees

31 Subject to article 28, a Council Member shall hold office for three years from the date of their appointment at the end of which they shall be eligible for re-appointment for one or more further terms of three years each but having served their maximum term of office of nine consecutive years shall not be eligible for re-appointment until one year after their retirement as a Trustee.

32 If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Trustees

- 33 The elected council members shall be elected by the membership at the annual general meetings of the charity. Nominations for such posts must be made in writing and supported by at least two members who are entitled to vote at the meeting and should have been received by the secretary of the group not less than twenty-eight clear days before the date of the relevant annual general meeting. Elections are held in accordance with the byelaws as may be set by the Council Members from time to time.
- 34 All members entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee
- 35 The Council Members may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 36 The appointment of a Trustee, whether by the charity in general meeting or by the other Council Members, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees

Disqualification and removal of Trustees

- 37 A Trustee shall cease to hold office if he or she:
- 37.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- 37.2 is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 37.3 ceases to be a member of the charity;
- 37.4 in the written opinion given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Council Member and may remain so for more than three months;
- 37.5 resigns as a Trustee by notice to the charity (but only if at least two council members will remain in office when the notice of resignation is to take effect); or
- 37.6 is absent without the permission of the Council Members for three out of five in an annual cycle of meetings and the council members resolved that his or her office be vacated.

Remuneration of Council Members

- 38 The Council Members must not be paid any remuneration unless it is authorised by article 6.

39 Proceedings of the Council

- 39.1 The Council Members may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 39.2 Any Council Member may call a meeting of the Council Members.

- 39.3 The secretary (if any) must call a meeting of the Council Members if requested to do so by a Council member.
- 39.4 Questions arising at a meeting shall be decided by a majority of votes.
- 39.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 39.6 A meeting may be held by suitable electronic means agreed by the Council Members in which each participant may communicate with all the other participants.

40 Quorum

- 40.1 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is reported to be made. Present includes being present by suitable electronic means agreed by the Council Members in which a participant or participants may communicate with all the other participants.
- 40.2 The quorum shall be a minimum of three Council Members or fifty percent of the number of elected Council Members whichever is the largest.
- 40.3 A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Council Member is not entitled to vote.
- 41 If the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Member may act only for the purpose of filling vacancies or of calling a general meeting.

42 Chairing the meeting

- 42.1 The Chairman or (if the chairman is unable or unwilling to do so) the Vice Chairman presides at each meeting. If the Chairman or Vice Chairman are unable to attend, the Council Members can appoint a Chair from amongst themselves.
- 42.2 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by the articles or delegated to him or her by the Council Members.

43 Resolutions

- 43.1 A resolution in writing or in electronic form agreed by all of the council members entitled to receive notice of a meeting of the council members and to vote upon the resolution shall be valid and effectual as if it had been passed at a meeting of the Council Members duly convened and held.
- 43.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Council Members have signified their agreement
- 44 Unless the Council Members otherwise determine, the Council must meet at least twice a year.

45 **Delegation**

- 45.1 The council members may delegate any of their powers or functions to a committee of two or more council members, but the terms of any delegation must be recorded in the minute book.
- 45.2 The Council may impose conditions when delegating, including the conditions that;
- 45.2.1 the relevant powers to be exercised exclusively by the committee to whom they delegate;
 - 45.2.2 no expenditure may be incurred on behalf of the charity except in accordance with the budget previously agreed with the Council Members.
- 45.3 The Council may revoke or alter a delegation.
- 45.4 All acts and proceedings of any committees must be fully and promptly reported to the Council.

46 **Validity of Council decisions**

- 46.1 Subject to article 46(2) all acts done by a meeting of Council Members, or of a committee of Council Members, shall be valid notwithstanding the participation in any vote of a Council Member:
- 46.1.1 who is disqualified from holding office;
 - 46.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 46.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 46.1.4 the vote of that Council Member and;
 - 46.1.5 that Council Member being counted in the quorum;
- the decision has been made by a majority of Council Members at a quorate meeting.
- 46.2 Article 46 (1) does not permit a Council Member or a connected person to keep any benefit that may be confirmed upon him or her by a resolution of the Council Members or of a committee of Council Members if, but for article 46(1), the resolution would have been void, or if the Council member has not complied with article 7.

47 **Minutes**

- The Council Members must keep minutes of all:
- 47.1 appointments of officers made by the Council Members;
 - 47.2 proceedings at meetings of the charity;
 - 47.3 meetings of the Council and committees of the Council including:
 - 47.3.1 names of the council members present at the meeting;
 - 47.3.2 the decisions made at the meetings; and

47.3.3 where appropriate the reasons for the decisions.

48 **Accounts**

- 48.1 The Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and 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.
- 48.2 The Council must keep accounting records as required by the Companies Act

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

- 49.1 The Council Members must comply with the requirements of the Charities Act 2011 with regard to the:
- 49.1.1 transmission of a copy of the statements of account to the Commission;
- 49.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
- 49.1.3 the preparation of an Annual Return and its transmission to the Commission.
- 49.2 The council members must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

50 **Means of communication to be used**

- 50.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 50.2 Subject to the articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 51 Any notice to be given to or by any person pursuant to the articles:
- 51.1 must be in writing; or
- 51.2 must be given in electronic form.

52 **Notices**

- 52.1 The charity may give notice to a member either:
- 52.1.1 personally; or
- 52.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- 52.1.3 by leaving it at the address of the member; or
- 52.1.4 by giving it in electronic form to the members address.

52.1.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

52.2 A member who does not register an address with the charity or who registered only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

53 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

54 **Proof of Notice**

54.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

54.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

54.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

54.3.1 48 hours after the envelope containing it was posted if first class or 72 hours if second class; or

54.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

55 **Indemnity**

55.1 The charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

55.2 In this article a 'relevant Trustee' means any Trustee or former Trustee of the charity.

56 **Rules**

56.1 The Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the charity.

56.2 The byelaws may regulate the following matters but are not restricted to them:

56.2.1 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

56.2.2 the conduct of members of the charity in relation to one another and to the charity's employees and volunteers;

56.2.3 the setting aside of the whole or any part or parts of the charity's premises at any particular time all times or for any particular purpose or purposes;

56.2.4 the procedure at general meetings and meetings of the council members in so far as such procedure is not regulated by the Companies Act or by the articles;

56.2.5 generally, all such matters are commonly the subject matter of company rules.

56.3 The charity in general meeting has the power to alter, add to or repeal the rules or byelaws.

56.4 The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the charity.

56.5 The rules or byelaws shall be binding on all members of the charity. No rule or byelaw should be inconsistent with, or shall affect or repeal anything contained in, the articles.

57 **Officer Appointments**

The Council will appoint a Chairman, Vice Chairman and Treasurer in officer roles. The term of office will align with the term as an elected Trustee for the individual. Appointments will be proposed to the membership for approval at an annual general meeting.

58 **Disputes**

If the dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

59 **Dissolution**

59.1 If the charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

59.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the objects

59.1.2 directly for the objects or charitable purposes within or similar to the objects

59.1.3 in search of the manner consistent with charitable status as the Commission approved in writing in advance

59.2 A final report and statement of account must be sent to the Commission.

60 **Interpretation**

In article 6, sub clause two of Article 7 and sub clause two of article 46 'connected person' means:

60.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;

60.2 the spouse or civil partner of the Trustee or of any person falling within the subclause (1) above;

60.3 a person carrying on business in partnership with the director or with any person falling within sub clause (1) or (2) above;

60.4 an institution which is controlled-

- 60.4.1 by the Trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
- 60.4.2 by two or more persons falling within sub-clause 4.1, when taken together
- 60.5 a body corporate in which -
 - 60.5.1 the Trustee or any connected person falling within sub clauses (1) to (3) has a substantial interest; or
 - 60.5.2 two or more persons falling within sub clause 5.1 who, when taken together, have a substantial interest.
 - 60.5.3 Sections 350-352 of the charities Act 2011 apply for the purposes of interpreting the terms used in this article.