

(Company Number 01310070)

The Companies Act 2006  
Private Company Limited by Shares

**Articles of Association**  
of  
**NEWLYN ART GALLERY  
LIMITED**

Adopted by special resolution  
passed on 2017

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF NEWLYN ART GALLERY LIMITED**

**1 INTERPRETATION**

1.1 in these Articles:

**Act:** the Companies Act 2006.

**Appointed Director:** means an individual appointed as a Director in accordance with Article 19.6 .

**Articles:** these Articles of Association of the Company.

**Board:** the Board of Directors of the Company and (where appropriate) includes a Committee established under Article 30 and/or the Directors acting by written resolution in accordance with Article 32.

**Board Meeting:** a meeting of the Board.

**Chairman:** (subject to the context) either the person elected as chairman of the Company under Article 29 or, where different, means the person who is chairing a Board Meeting or General Meeting at the time.

**Charities Act:** the Charities Acts 2011.

**Charity Commission:** the Charity Commission for England and Wales.

**Clear Days:** in relation to a period of notice means the 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.

**Companies House:** the office of the Registrar of Companies.

**Conflicted Director:** a Director in respect of whom a conflict of interest arises or may reasonably arise because the Director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company.

**Connected Person:** has the meaning given in Article 118 Charities Act.

**Company:** the company regulated by the Articles.

**Co-opted Director:** an individual co-opted as a Director in accordance with Article 19.5.

**Director:** any Director of the Company who is appointed under Article 19.

**EGM:** an extraordinary general meeting of the Company.

**General Meeting:** a meeting of the Members.

**Including:** "including without limitation" and "include" and "includes" are to be construed accordingly.

**Member:** a member for the time being of the Company who is admitted under Article 7.

**Memorandum:** the Memorandum of Association of the Company.

**Object:** the charitable Object of the Company set out in Article 3.

**Observers:** those persons (other than the Directors) present under Article 31 at a Board Meeting.

**Ordinary Director:** an individual elected as a Director in accordance with Article 19..4.

**Registered Office:** the registered office of the Company.

**Secretary:** the secretary of the Company including a joint, assistant or deputy secretary.

**Taxable Trading:** means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Object and the profits of which are liable to tax

**United Kingdom:** Great Britain and Northern Ireland.

**Vice-Chairman:** the person elected as a vice-chairman of the Company under Article 29.

**Working Party:** a body established by the Board to make recommendations to the Board but without decision-making powers.

1.2. In the Articles:

- (a) terms defined in the Act are to have the same meaning;
- (b) references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- (c) references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
- (d) references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- (e) references to Articles are to those within the Articles;
- (f) headings are not to affect the interpretation of the Articles; and
- (g) terms defined in the Articles have the same meaning in the Memorandum.

## **2 NAME**

The name of the Company is Newlyn Art Gallery Limited.

## **3 OBJECT**

The Object for which the Company is established is the advancement of education of the general public in the visual arts.

## 4 POWERS

4.1 In furtherance of the above Object, the Company shall have the following powers:-

- (a) To establish and maintain galleries for the public exhibition of any collection or exhibition of visual arts including pottery, design Object, models, posters, photographs, films and works of art in any other media.
- (b) To advance knowledge and appreciation of artists in Cornwall and beyond, and to establish and maintain a collection of the works of such artists.
- (c) To provide for the delivery of lectures and the holding of classes and conferences calculated to advance education in visual art and for the same purpose to commission, publish, sell and distribute books, magazines, pamphlets, photographs, films, recordings and other material.
- (d) To organise and lend temporary exhibitions of the whole or any part of the collections referred to in Article 4.1(b) and to loan items of such collections to such individuals or organisations as the Company shall think fit.
- (e) To buy, accept as a gift or on loan, hire or otherwise acquire and to sell, lend give or otherwise dispose of such works of art and other items as are referred to in Article 4.1 (a) and (b) provided that the Company shall not enter into any form of Taxable Trading.
- (f) To establish funds for the promotion of the Object of the Company and to accept and receive donations, grants, endowments, legacies and any other form of gift whether of money or in kind.
- (g) To establish and finance charitable fellowships and charitable funds for artists and others to further their education and to develop their work in any aspect of visual art.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may from time to time be required for the purposes of the Company and to construct, maintain and alter any buildings or erections which may from time to time be required for the purposes of the Company.
- (i) To borrow or raise money for the purposes of the Company on such terms and on such security as shall be necessary (but only in accordance with the restrictions imposed by the Charities Act).
- (j) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company and generally to manage, invest and expend all moneys belonging to the Company (but only in accordance with the restrictions imposed by the Charities Act).
- (k) To:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee;

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

- (l) To provide indemnity insurance for the directors in accordance with, and subject to the conditions in, the Charities Act 2011;
- (m) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be conducive to its Object.
- (n) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its Object.
- (o) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity.
- (p) To employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
- (q) To do all such other things as are necessary to the attainment of the above Object or any of them.

4.2 Provided that, in case the Company shall take or hold any property which may be subject to any charitable trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

## **5 USE OF INCOME AND PROPERTY**

5.1 The income and property of the Company shall be applied solely towards the promotion of the Object.

5.2 A Director:-

- (a) is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company;
- (b) a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (c) a Director may receive an indemnity from the Company in the circumstances specified in Article 34; and
- (d) a Director may not receive any other benefit or payment unless it is authorised by Article 6.

## **6 BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED PERSONS**

### **6.1 General provisions**

No Director or Connected Person may:

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

- (d) receive any other financial benefit from the Company;

unless the payment is permitted by Article 6.2, or authorised by the court or the Charity Commission.

In this Article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **Scope and powers permitting directors' or Connected Persons' benefits**

6.2 A Director or Connected Person may:-

- (a) receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the Directors do not benefit in this way;
- (b) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;
- (c) subject to Article 6.3, provide the Company with goods that are not supplied in connection with services provided to the Company by the Director or Connected Person;
- (d) receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (e) receive rent for premises let by the Director or Connected Person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (f) take part in the normal trading and fundraising activities of the Company on the same terms as members of the public; and
- (g) receive the same privileges and benefits accorded to supporters of the Company pursuant to the usual terms of any supporters or membership scheme or similar open to members of the public established by the Company from time to time in order to further the Object, should such Director or Connected Person participate in such a scheme.

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

6.3 The Company and its Directors may only rely upon the authority provided by Article 6.2(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its Directors (as the case may be) and the Director or Connected Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Company;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other Directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the

advantage of contracting with a Director or Connected Person against the disadvantages of doing so;

- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Company;
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
- (f) the reason for their decision is recorded by the directors in the minute book; and
- (g) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 6.

6.4 In Articles 6.2 and 6.3 'Company' includes any company in which the Company:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

## **7 ADMISSION OF MEMBERS**

7.1 At the date of adoption of these Articles the Members are those listed as Directors in Article 19.1.

7.2 The number of Members must always be the same as the number of Directors.

7.3 An individual may not be a Member unless he is a Director.

7.4 Subject to Article 8.1, each Member is to be a Director.

7.5 Membership is personal and not transferable.

## **8 TERMINATION OF COMPANY MEMBERSHIP**

8.1 An individual will cease to be a Member:-

- (a) on giving one month's written notice of resignation to the Secretary (or the Board, if no Secretary is appointed) provided that, immediately following his resignation, the Company would still have at least five Members; or
- (b) if he ceases to be a Director in accordance with Article 21.

## **9 GENERAL MEETINGS**

9.1 The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director may call a General Meeting.

## **10 NOTICE OF GENERAL MEETINGS**

10.1 Subject to Articles 10.2 and 13.4 General Meetings must be called on at least 14 Clear Days' written notice.

- 10.2 A General Meeting may be called by shorter notice if this is agreed by at least 90% of the Members entitled to attend and vote at that meeting.
- 10.3 The notice must specify:-
- (a) the time, date and place of the General Meeting; and
  - (b) the general nature of the business to be transacted.
- 10.4 Subject to the Act, no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 10.5 Notice of the General Meeting must be given to all of the Members, the Directors, the Company Secretary (if any) and the Company's auditors (if any).
- 10.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

## **11 QUORUM**

- 11.1 No business may be transacted at a General Meeting unless a quorum is present.
- 11.2 The quorum for General Meetings is five of the Members for the time being present in person or by proxy provided that at least a majority of the Members who form the quorum are Ordinary Members. Where a number of Members have appointed a single person to act as their proxy in relation to a particular resolution, in accordance with Article 16, all the Members making such appointment shall count individually towards the quorum in relation to that particular resolution.
- 11.3 A Member may be part of the quorum at a General Meeting if he can understand, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.
- 11.4 If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Chairman shall decide, in consultation with the Members present.
- 11.5 If at the adjourned meeting there are again insufficient Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least three of the Members for the time being) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 11.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

## **12 CHAIRMAN AT GENERAL MEETINGS**

- 12.1 The Chairman is to chair General Meetings.
- 12.2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act, then the Vice-Chairman must chair the General Meeting.
- 12.3 If neither the Chairman nor the Vice-Chairman is present and willing to act within 15 minutes from the time of the General Meeting, the Members present must choose one of the Directors to chair the General Meeting.



### **13 ADJOURNMENT OF GENERAL MEETINGS**

- 13.1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 13.2 The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 13.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 13.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 13.1 or 13.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 13.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

### **14 VOTING AT GENERAL MEETINGS**

- 14.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 14.2 Each Member present in person or by proxy has one vote both on a show of hands and a ballot. On a show of hands the Chairman is to investigate and declare the number of proxy votes to be included in the count.
- 14.3 If there is an equality of votes on a show of hands or a ballot the Chairman is entitled to a second or casting vote.
- 14.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 14.5 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

### **15 BALLOTS**

- 15.1 A ballot may be demanded by the Chairman, or by a requisition of the Members in accordance with the Act, before or on the declaration of the result of a show of hands.
- 15.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 15.3 A demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 15.4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 15.5 A ballot on the election of a Chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.

15.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

## **16 PROXIES**

16.1 A Member may appoint a proxy in writing. A proxy need not be a Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 38. A proxy may not appoint another proxy.

16.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.

16.3 A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office, or such other address as has been communicated by the Company to the Members, at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

16.4 A document appointing a proxy will only be valid in relation to the General Meeting to which it relates (and any adjournment thereof).

16.5 A vote given or ballot demanded by proxy is to be valid despite:-

- (a) the revocation of the proxy; or
- (b) the death or mental incapacity of the principal,

unless written notice of the death, mental incapacity or revocation is received at the Registered Office, or such other address as has been communicated by the Company to the Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

16.6 A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

## **17 MEMBERS' WRITTEN RESOLUTIONS**

17.1 Subject to the Act, a written resolution agreed by the proportion of Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.

17.2 A resolution under Article 17.1 may consist of several documents in similar form each signed by one or more Members.

## **18 LIABILITY OF MEMBERS**

18.1 The liability of the Members is limited.

18.2 Every Member undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.

## **19 APPOINTMENT OF DIRECTORS**

19.1 At the date of adoption of these Articles the Board consists of:-

- (a) Charles Hancock;
- (b) Phyllida Shaw;
- (c) Michael Donnelly;
- (d) Bert Biscoe;
- (e) Andy Harper;
- (f) Patricia Brown;
- (g) Michael Grandage;
- (h) Jonty Lees; and
- (i) Daphne Skinnard.

19.2 Subject to Article 19.3, following the adoption of these Articles, further Directors may be appointed so that, at any one time, there are up to:-

- (a) nine Ordinary Directors appointed in accordance with Article 19.4;
- (b) two Co-opted Directors co-opted in accordance with Article 19.5; and
- (c) two Appointed Directors appointed in accordance with Article 19.6.

19.3 An individual may not become a Director:-

- (a) until Companies House has been notified of his appointment in accordance with the correct procedure;
- (b) unless he is aged 18 or over;
- (c) unless he has signed and delivered to the Company a statement in accordance with Article 20 confirming he will meet his obligations to the Board and to the Company;
- (d) if he would immediately cease to hold office under Article 21;
- (e) if he has already served two terms as an Ordinary Director, unless the Board decides that there is good reason otherwise, in which case he may be appointed for one further term only; and
- (f) for a period determined by the Board having ceased to be a Director by reason of his being removed as a Director under Article 21.1.6 or Article 21.1.8.

19.4 Subject to Article 19.3, the Board may appoint individuals (who are willing to act and permitted by law to do so) as Ordinary Directors so as to ensure that, at any one time, the maximum number of Ordinary Directors does not exceed nine. Subject to Article 21, an individual appointed to serve as an Ordinary Director in accordance with this Article 19.4 shall remain in office for a period of three years from the date of his appointment.

19.5 If the Board decides that it is necessary to do so in order to benefit from specific skills, it may, subject to Article 19.3, co-opt up to two individuals (who are willing to act and permitted by law to do so) as Co-opted Directors. Subject to Article 21, an individual co-opted to serve as a Co-opted Director in accordance with this Article 19.5 shall remain in office for a period to be determined by the Board at the point at which it co-opts the individual up to a maximum of three years from the date of his co-option.

- 19.6 The Board shall be entitled to invite up to two organisations, which it believes to have an interest in the work of the Company, to appoint an individual to become an Appointed Director. Subject to Article 19.3, such an appointment is to take effect when notified in writing to the Secretary (or to the Chairman in the absence of a Secretary) and delivered to the Registered Office or such other address as is provided by the Company, to a Board Meeting or to the Secretary in person. Such an appointment must be made by the governing body or a duly authorised office of the relevant organisation.
- 19.7 Subject to Article 21, an individual appointed to serve as an Appointed Director in accordance with Article 19.6 shall remain in office for a period of three years from the date of his appointment.

## **20 OBLIGATIONS OF DIRECTORS**

- 20.1 The Board must set out in writing the principal obligations of every Director to the Board and to the Company. The statement of Directors' obligations is not intended to be exhaustive and, subject to Article 20.1, the Board may review and amend it from time to time.
- 20.2 The statement of the obligations of the Directors to the Company must include the general duties of directors as set out in Sections 171 to 177 of the Companies Act 2006 and a code of conduct with which Directors are obliged to comply.

## **21 RETIREMENT AND REMOVAL OF DIRECTORS**

- 21.1 A Director will cease to hold office if he:-
- (a) is an Ordinary Director who comes to the end of his term of office under Article 19.4;
  - (b) is a Co-opted Director who comes to the end of his term of office under Article 19.5;
  - (c) is an Appointed Director who comes to the end of his term of office under Article 19.7;
  - (d) is an Appointed Director who is removed from office by the organisation which appointed him in the same way as it appointed him in accordance with Article 19.6
  - (e) dies;
  - (f) ceases to be a Director under the Act or is otherwise prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 2011;
  - (g) becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;
  - (h) is declared bankrupt or makes any arrangement or composition with his creditors;
  - (i) is, in the opinion of the Board, guilty of conduct detrimental to the interests of the Company and the Board resolves (by a 75% majority of the Directors present and voting) that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
  - (j) resigns by written notice to the Secretary (or to the Board if no Secretary is appointed);
  - (k) is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board

resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director; or

(l) ceases to be a Member.

## **22 DIRECTORS' INTERESTS**

22.1 Subject to Article 23.1, any Director who becomes a Conflicted Director in relation to any matter must:-

- (a) declare the nature and extent of his interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Board;
- (c) not be counted in the quorum for that part of the meeting: and
- (d) be absent during the vote and have no vote on the matter.

## **23 AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST**

23.1 When any Director is a Conflicted Director, the Directors who are not Conflicted Directors, if they form a quorum without counting the Conflicted Director and are satisfied that it is in the best interests of the Company to do so, may (by resolution passed in the absence of the Conflicted Director) authorise the Conflicted Director notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Director, to:

- (a) continue to participate in discussions leading to the making of a decision and / or to vote; or
- (b) disclose to a third party information confidential to the Company; or
- (c) take any action not otherwise authorised which does not involve the receipt by the Conflicted Director or a Connected Person of any payment or material benefit from the Company; or
- (d) refrain from taking any step required to remove the conflict.

23.2 If a Director finds himself in a conflict situation which has not been authorised he must cease to act in relation to matters to which the conflict situation relates, save to notify the Board of the conflict situation or to safeguard the interests of the Company.

23.3 This Article 23 may be amended by a special resolution of the Members but, where the result would be to permit any material benefit to a Director or a Connected Person, only with the prior written consent of the Charity Commission.

## **24 VALIDITY OF DIRECTORS' DECISIONS**

24.1 Subject to Article 24.1 all acts done by the Board, or by a Committee, shall be valid notwithstanding the participation in any vote of a Director:-

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Articles to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without;

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

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

24.2 Article 24.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Board or of a Committee if, but for Article 24.2, the resolution would have been void, or if the Director has not complied with Article 22.

## **25 FUNCTIONS OF THE BOARD**

25.1 The Board must direct the Company's affairs in such a way as to promote the Object. Its functions include:

- (a) defining and ensuring compliance with the values and objectives of the Company;
- (b) establishing policies and plans to achieve those objectives;
- (c) approving each year's budget and accounts before publication;
- (d) establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 30 with proper systems of control;
- (e) monitoring the Company's performance in relation to its plans, budget controls and decisions;
- (f) dealing with all employment matters;
- (g) satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- (h) ensuring that appropriate advice is taken on the items listed in Articles 25.1.1 to 25.1.7 and in particular on matters of legal compliance and financial viability.

## **26 POWERS OF THE BOARD**

26.1 Subject to the Act and the Articles, the business of the Company is to be managed by the Board who may exercise all of the powers of the Company.

26.2 Any alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

## **27 BOARD MEETINGS**

27.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.

27.2 Board Meetings may be called by any Director or the Secretary with the prior written approval of the Chairman.

27.3 The Secretary (or such person appointed by the Board) must give 7 days' notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.

27.4 A Board Meeting which is called on shorter notice than required under Article 27.3 is deemed to have been duly called if at least two Directors certify in writing that because of special circumstances it ought to be called as a matter of urgency.

- 27.5 Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 27.6, each Director is to have one vote.
- 27.6 If there is an equality of votes the Chairman is entitled to a second or casting vote.
- 27.7 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

## **28 QUORUM FOR BOARD MEETINGS**

- 28.1 The quorum for Board Meetings is five of the Directors for the time being provided that at least a majority of those Directors forming a quorum are Ordinary Directors.
- 28.2 A Director may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 28.3 The Board may act despite vacancies in its numbers but if the number of Directors is less than [five] then the Board may act only to appoint Ordinary Directors under Article 19.4, to appoint Co-opted Directors in accordance with Article 19.5 or to invite organisations to appoint Appointed Directors in accordance with Article 19.6.
- 28.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:
- (a) adjourn it to such other time and place as they decide; or
  - (b) call a General Meeting.
- 28.5 If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum, then those Directors who are present (provided that they number at least four) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

## **29 CHAIRMAN AND VICE-CHAIRMAN**

- 29.1 At the date of adoption of these Articles the Chairman is Charles Hancock who is to serve as such until the start of the first Board Meeting to take place following the adoption of these Articles. Following adoption of these Articles the Chairman and the Vice-Chairman are to be elected by the Board from amongst their number to serve for a period of one year from the date of their appointment.
- 29.2 Both the Chairman and the Vice-Chairman may be re-elected by the Board in accordance with Article 29.2.
- 29.3 The Chairman and Vice-Chairman may resign from their positions at any time (without necessarily resigning as Directors at the same time).
- 29.4 Where there is no Chairman the first item of business at a Board Meeting must be to elect a Chairman in accordance with Article 29.2.
- 29.5 The Chairman and the Vice-Chairman may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman or the Vice-Chairman (as the case may be) must be given an opportunity to say why he should not be removed.
- 29.6 The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.

- 29.7 If the Chairman is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, then the Vice-Chairman must chair the Board Meeting unless he is unwilling or unable to do so.
- 29.8 If both the Chairman and the Vice-Chairman are not present within 15 minutes after the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Directors who is present to chair the Board Meeting.
- 29.9 The functions of the Chairman are:
- (a) to act as an ambassador for the Company and to represent the views of the Board to the general public and other organisations;
  - (b) to ensure that Board Meetings and General Meetings are conducted efficiently;
  - (c) to give all Directors an opportunity to express their views;
  - (d) to establish a constructive working relationship with, and to provide support for, the employees;
  - (e) where necessary (and in conjunction with the other Directors) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;
  - (f) to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Company to be carried on effectively between Board Meetings;
  - (g) to ensure that the Board monitors the use of delegated powers; and
  - (h) to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 29.10 The role of the Vice-Chairman is to deputise for the Chairman during any period of his absence and, for that period, his functions shall be the same as those of the Chairman.

### **30 COMMITTEES AND WORKING PARTIES**

- 30.1 The Board may:
- (a) establish Committees consisting of those persons whom the Board decides;
  - (b) delegate to a Committee any of its powers; and
  - (c) revoke a delegation at any time.
- 30.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 30.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee or Working Party.
- 30.4 Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 30.5 The Board must determine the quorum for each Committee and Working Party it establishes.



30.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.

30.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

### **31 OBSERVERS**

31.1 Subject to Article 31.4, the Board may allow individuals who are not Directors (including, for the avoidance of doubt, a representative nominated by the staff of the Company in accordance with such procedures as the Board may determine from time to time) to attend Board Meetings as Observers on whatever terms the Board decides.

31.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman.

31.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

31.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

### **32 DIRECTORS' WRITTEN RESOLUTIONS**

32.1 A written resolution agreed by the proportion of the Directors who would be required to vote in favour of the resolution if proposed at a Board Meeting is as valid as if it had been passed at a Board Meeting provided that one of the Directors who has signed the written resolution is the Chairman.

32.2 A written resolution agreed by all of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.

32.3 A resolution under Articles 32.1 and 32.2 may consist of several documents in similar form each signed by one or more of the Directors or Committee members and will be treated as passed on the date of the last signature.

### **33 THE SECRETARY**

33.1 A Secretary may be appointed by the Board for such a term as the Board decides.

33.2 A Secretary may be removed by the Board at any time.

### **34 INDEMNITIES FOR OFFICERS AND EMPLOYEES**

34.1 The Company may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.

34.2 Subject to the Act and Article 34.3 the Company may indemnify any Director of the Company against any liability incurred by him in that capacity.

34.3 The indemnity provided to a Director in accordance with Article 34.2 may not include any indemnity against liability:

- (a) to the Company or a company associated with it;
- (b) for fines or penalties; or
- (c) incurred as a result of his unsuccessful defence of criminal or civil proceedings.

34.4 The indemnity provided to a Director in accordance with Article 34.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate.

### **35 MINUTES**

35.1 The Secretary, if appointed, must keep minutes of all General Meetings. If no Secretary is appointed, then the Board must appoint a person to keep such minutes.

35.2 The Board must arrange for minutes to be kept of all Board meetings. The names of the Directors present must be included in the minutes.

35.3 Copies of the draft minutes of General Meetings and Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting in question and in any event, in the case of draft minutes of Board Meetings, seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).

35.4 Minutes must be approved as a current record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they were approved.

35.5 The Board must keep minutes of all appointments made by the Board.

### **36 ACCOUNTS**

36.1 In the preparation of the Charity's accounts, the accounts must comply with the provisions of the Act and the Directors must comply with their obligations as charity trustees under the Charities Act 2011.

36.2 The accounting records shall be kept at the Registered Office or at such other place as the Directors think fit, and shall always be open to inspection by the Directors.

### **37 ANNUAL REPORT AND ANNUAL RETURN**

37.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-

- (a) transmission of the statements of account to the Charity Commission;
- (b) preparation of an annual report and its transmission to the Charity Commission; and
- (c) preparation of an annual return and its transmission to the Charity Commission.

37.2 The Directors must notify the Charity Commission promptly of any changes to the Charity's entry on the register of charities.

### **38 BANK AND BUILDING SOCIETY ACCOUNTS**

38.1 All bank and building society accounts must be controlled by the Board and must include the name of the Company.

38.2 A cheque or order for the payment of money must be signed in accordance with the instructions of the Board.

### **39 EXECUTION OF DOCUMENTS**

39.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:

- (a) two Directors; or
- (b) one Director and the Secretary.

### **40 NOTICES**

40.1 Notices under the Articles must be in writing or given in electronic form.

40.2 A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

40.3 The Company may give a notice to a Member, Trustee, Secretary (if any) or auditor either:-

- (a) personally;
- (b) by sending it by post in a prepaid envelope;
- (c) by facsimile transmission;
- (d) by leaving it at his address;
- (e) by email; or
- (f) by means of a website provided that notification is also given by email or in writing of the presence of the notice on the website.

40.4 Notices under Article 40.5(b) to 40.3(d) may be sent:

- (a) to an address in the United Kingdom which that person has given to the Company;
- (b) to the last known home or business address of the person to be served; or
- (c) to that person's address in the Company's register of Members.

40.5 Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.

40.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.

40.7 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with Section 1147 of the Act.

40.8 A notice or document may be served on the Company by delivering it or sending it to the Company's Registered Office or by handing it to the Secretary (if any) or by electronic means.

40.9 The Board may make standing orders to define other acceptable methods of delivering notices.

## **41 STANDING ORDERS**

- 41.1 Subject to Article 41.4 the Board may from time to time make standing orders for the proper conduct and management of the Company.
- 41.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.
- 41.3 Standing orders are binding on all Members and Directors.
- 41.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

## **42 DISSOLUTION**

If upon the winding up or distribution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to one or more institutions having charitable objects similar to the Object of the Company, and which shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Articles 5 and 6 above, such institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.