



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
CAPITAL

MEMORANDUM OF ASSOCIATION OF

1102381

THE ANN CRAFT TRUST

1. The Company's name is (and in this document it is called "the Charity") THE ANN CRAFT TRUST.
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are :-
 - a) To facilitate the care and protection of all adults and children with learning disabilities who are vulnerable to abuse. To work towards the prevention of all abuse.
 - b) To offer information and support to individuals and professionals, organisations and agencies working/caring in this field, and to advance the education and training of all organisations, Charities, individuals and/or groups of individuals concerned with the protection of adults and children with learning disabilities.
 - c) To raise the general level of public awareness of issues relating to the abuse of adults and children with learning disabilities.
 - d) To relieve people with learning disabilities who have been abused and are in conditions of need, hardship or distress.
 - e) To relieve and support the parents / carers of such persons who are in conditions of need, hardship or distress.
 - f) To conduct any other activity whatever which can, in the opinion of the Management Committee, be advantageously conducted in connection with or ancillary to any of the business of the Charity and for such other supplementary matters as may be necessary or expedient for carrying out the principal objectives set out above, provided that such supplementary matters are charitable.
 - g) To procure and print, publish, issue and circulate gratuitously or otherwise reports or periodicals, books, pamphlets, leaflets, films, videotapes, advertisements and appeals.
 - h) To improve and elevate the technical and general knowledge of the organisations and individuals engaged in, or about to engage in, the care of people with learning disabilities, or in any employment in connection therewith and to this end, either alone or in conjunction with universities, schools or other educational establishments or other bodies whatsoever, to

I, ALISON KIRK
of YORK PLACE COMPANY SECRETARIES LIMITED, 12 YORK PLACE, LEEDS

- provide lectures, exhibitions, seminars, classes and conferences as may be required or applicable from time to time.
- i) To promote a better understanding of the needs of people with disabilities who have been abused and to promote public awareness, advocate and counsel on areas of common concern on this issue.
 - j) To provide for the affiliation of such of the organisations and individuals who so wish to join the Charity and to promote the achievement of the objects of the Charity.
 - k) To stimulate, undertake and encourage experimental work on the training of people with learning disabilities and others in relation to their special needs and requirements and in particular relating to such needs and requirements after the occurrence of abuse.
 - l) To bring into association and intercourse locally, nationally and internationally any bodies and persons engaged in or about to engage in the furtherance of the objects of the Charity.
 - m) To promote the formation of any charitable bodies or organisations and to assist or enter into arrangements with such bodies or organisations in the furtherance of the purpose of the Charity, and in particular to render assistance either directly or indirectly to Government Departments or Public Authorities in the administration of statute and orders relating to learning disabilities in such manner as such assistance may from time to time be requested by such Government Departments and Public Authorities or as the Charity may deem advisable.
 - n) To provide, assist or promote the establishment of support, through various means such as the provision and maintenance of charitable clinics, schools, homes, hostels, places for observation or boarding occupations, workshops, training centres, employment centres, clubs, libraries and other places in connection with the furtherance of the objects of the Charity and to provide services at or in connection with such places either gratuitously or otherwise.
 - o) To do all such acts and things which shall be calculated to promote the well-being of people with learning disabilities and their families / carers and in particular for their rehabilitation after the occurrence of abuse.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (ii) to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- (iii) to lease, acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property, acting in accordance with sections 117-122 and 124-126 of the Charities Act;
- (iv) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper
 - pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (v) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (vi) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (vii) to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (viii) to acquire, merge with or enter into any partnership or Joint Venture with any other charity;
- (ix) to set aside income as a reserve in accordance with a written reserves policy;
- (x) to provide indemnity insurance for the trustees and officers in accordance with, and subject to, section 189 of the Charities Act.
- (xi) to do all such other lawful things as are necessary for the achievement of the Objects;

The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit or financial benefit, to members of the Charity, trustees or connected persons and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: No trustee may buy any goods or services from the charity on terms preferential to those applicable to members of the public;

Provided that nothing in this document shall prevent any payment in good faith by the Charity of:

- a) a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of trustees do not benefit in this way.
- b) reasonable and proper remuneration for any goods or services supplied to the charity, where the terms of any such agreement are in writing, are clear as to the maximum payments that may be payable by the charity, the terms are permitted in accordance with sections 185 and 186 of the Charities Act. and are agreed by the remaining trustees as being in the best interests of the charity, with reasons recorded.
- c) Interest on money lent to the charity by any member of the charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees.
- d) rent for premises let to the charity. The amount of the rent and other terms of any lease or similar property agreement must be reasonable. The trustee concerned must withdraw from any meeting at which a relevant arrangement is discussed.

- e) reimbursement for reasonable out of pocket expenses incurred when acting on behalf of the charity in authorised activity.
- f) the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
- g) the reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee.
- h) fees, remuneration or other benefit in money or money's worth to any company of which a trustee *may* also be a member holding not more than 1/100th part of the issued capital of that company.

5. The liability of the members is limited.

6. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £5) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.

7. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Charity which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

I, the person whose name and address is written below, wish to be formed into a company under this memorandum of association.

Signature, Name and Address of Subscriber

York Place Company Nominees Limited
12 York Place
Leeds LSI 2DS



J

Dated 25 September 2000

Witness to the above signature

Rachel Brown
12 York Place
Leeds LSI 2DS



THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE ANN CRAFT TRUST

INTERPRETATION

I. In these articles,:

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

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

"the articles" means these Articles of Association of the Charity;

'the Chair Role Profile' means the current Role Profile prepared by the Charity which sets out the expectations and responsibilities of the Chair role;

'the Charities Act' means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;

"clear days" in relation to the period of a 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;

'connected persons' mean immediate family members of trustees or those friends and less immediate family with whom there is a connection;

'the Deputy Chair Role Profile' means the current Role Profile prepared by the Charity which sets out the expectations and responsibilities of the Deputy Chair role;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the Trustee Act" means the Trustee Act 2000 including any statutory modification thereof or re-enactment thereof for the time being in force;

"the United Kingdom" means Great Britain and Northern Ireland;

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. (1). The subscribers to the memorandum, persons nominated by the subscribers and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 63, shall be members of the Charity. Save as aforesaid, no person shall be admitted a member of the Charity unless his application for membership is approved by the trustees. All members may be appointed as trustees of the Charity.

(2). Unless the trustees or the Charity in general meeting shall make other provision under Article 63, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee (other than in circumstances set out in Article 33) shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' clear days but a general meeting may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any meeting unless a quorum is present as set out in Article 41.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chair, if any, of the trustees or in their absence, the deputy chair, if any, shall preside as chair of the meeting. If neither the chair nor the deputy chair are 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 be chair and, if there is only one trustee present and willing to act, they shall be chair.
10. If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
11. A trustee shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting.

12. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chair; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
18. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. 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. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 20 Subject to Article 17, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 22 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 24 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as the organisation could exercise if it were an individual member of the Charity.

TRUSTEES

- 25 After the resignation of the first trustees appointed pursuant to section 13(5) of the Act the number of trustees shall not be less than five and not more than eleven.
- 26 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

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POWERS OF TRUSTEES

- 27 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Memorandum and the articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity; to employ a professional investment adviser or fund manager; and to allow for such funds to be held in the funds of a nominee, in accordance with the Trustee Act.
- (2) to enter into contracts on behalf of the Charity;
- (3) to acquire, merge with or enter into any partnership or Joint Venture with any other charity;
- (4) to set aside income as a reserve against future expenditure in accordance with the organisation's reserve policy

APPOINTMENT AND RETIREMENT OF TRUSTEES

29 The term of office of each trustee (including the Chair) shall be three years. At the end of their first term, a trustee can offer themselves for re-election for a second term, which can be agreed by an ordinary resolution. No person may be a trustee for more than two terms save that in exceptional circumstances (which the trustees should record in writing) the term of any trustee may be extended for a third term (or part thereof) by special resolution.

30 When a trustee retires, they shall immediately cease to be a member of the Charity.

31 No person other than a trustee retiring shall be appointed or reappointed a trustee at any general meeting unless:

- a they are recommended by the trustees; or
- b not less than fourteen nor more than thirty-five 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 stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of their willingness to be appointed or reappointed.

32 No person may be appointed as a trustee:

- a. unless they have attained the age of 18 years: or
- b. in circumstances such that, had they already been a trustee, they would have been disqualified from acting under the provisions of Article 35:

- 33 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
- 34 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee 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.

CESSATION, DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 35 A trustee shall cease to hold office if they:
- a cease to be a trustee by virtue of any provision in the Act or are disqualified from acting as a trustee by virtue of any section of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - b in the reasonable judgement of a majority of the trustees, (where the trustees have taken specialist advice if reasonably required) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - c resign their office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - d are absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
 - e have been charged and convicted of offences which might bring the Charity into disrepute;
 - f have materially failed to act in accordance with any trustee code of conduct.

The trustees may take legal advice about whether the trustee behaviour merits disqualification and, if appropriate, whether it is reasonable to suspend any trustee's position while that trustee is under any form of investigation or has been charged with an offence.

TRUSTEES EXPENSES

- 36 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

TRUSTEES APPOINTMENTS AND CONFLICT OF INTEREST MANAGEMENT

- 37 Subject to the provisions of the Act and to Clause 4 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if they cease to be a trustee.

- 38 Except to the extent permitted by clause 4 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party. Trustees should disclose their own conflicts of interest and loyalty as they occur and any direct or indirect benefit that may be gained from any Charity activity whether by themselves or any Connected Persons.
- 39 If a conflict of interest arises due to a loyalty owed to another organisation or person and the conflict is not authorised in the articles, the non-conflicted trustees may authorise such a conflict of interest where the following apply:
- a. the conflicted trustee is absent from the part of the meeting at which the discussion of any arrangement or transaction affecting that other organization or person;
 - b. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - c. there is no direct or indirect benefit to the trustee (other than that set out in Clause 4 of the Memorandum) and the non-conflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

PROCEEDINGS OF TRUSTEES

- 40 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 41 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three for general board meetings and two for committee meetings.
- 42 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 43 The trustees will agree by ordinary resolution to appoint one of their number to the position of Chair and this Chair will have additional trustee roles (including leadership responsibilities for the organisation as a whole and leadership of the trustees) as set out in the Chair Role Profile. The Chair Role Profile may be amended from time to time. The trustees may also appoint a Deputy Chair who shall have responsibilities as set out in the Deputy Chair Profile, which may be amended from time to time. This Deputy Chair role is primarily designed so that there can be deputisation for the Chair role, although there may be delegation of some of the Chair's roles depending upon the Deputy Chair's particular experience.
- 44 The trustees may appoint one of their number to have particular responsibilities in accordance with a written role profile e.g. in relation to safeguarding or any whistleblowing process.

- 45 The trustees may from time to time put in place policy designed to enable sustainable and environmentally conscious practices throughout the organisation.
- 46 The Trustees recognise the strong link with the University of Nottingham, which may have employment contracts with staff from the Charity; the trustees may from time to time set out in written form a Memorandum of Understanding with the University. This Memorandum may require that a number of trustees, being in the minority, will be appointed to the Charity's board from senior management posts within the University.
- 47 The Chair of Trustees will preside over general meetings. If the Chair, or in their absence the Deputy Chair, are both not present within fifteen minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.
- 48 The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees. Save as provided by any individual Committee Terms of Reference, the sub-committees will provide assurance and recommendations to the Board so that it may make decisions on material matters. Any non-trivial expenditure incurred by any committee must be in accordance with budgets agreed with the Board.
- 49 All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 50 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such resolution may consist of several documents in the same form, each signed by one or more of the trustees. Meetings may be held virtually, and decisions may be taken by the trustees in virtual board and committee meetings where these are in accordance with any Board or Committee Terms of Reference.
- 51 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

SECRETARY

- 52 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

- 53 The trustees shall keep minutes in books kept for the purpose:
- a of all appointments of officers made by the trustees; and
 - b 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.

THE SEAL

- 54 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

ACCOUNTS

- 55 Accounts shall be prepared and kept in accordance with the Act. The accounts must be prepared to standards issued or adopted by the Accounting Standards Board or its successors and should adhere to the recommendations within relevant Statements of Recommended Practice.

ANNUAL REPORT

- 56 The trustees shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that Act) with regard to preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

- 57 The trustees shall comply with their obligations under the Charities Act (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

- 58 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 59 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 60 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

- 61 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISPUTES

- 62 If a 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 must first try to settle the dispute in good faith by mediation before resorting to litigation.

INDEMNITY

- 63 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULES

- 64 (1) The trustees may from time to time make such rules or bye laws as they deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members;
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.

