

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of YOUTH SPORT TRUST (registered company number 4180163)

1 Company name and registered office:

- (1) The company's name is Youth Sport Trust;
- (2) The registered office of the company will be situated in England and Wales (and in this document it is called the 'charity').

Interpretation

2 In the articles:

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

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a 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;

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

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the directors' means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

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

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

'independent' means a director who is defined as independent by The Code for Sports Governance published by Sport England and UK Sport from time to time or in the absence of such code who is free from any close connection to the charity and who would reasonably be considered to be independent of the charity;

'the memorandum' means the charity's memorandum of association;

'officers' includes the directors and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

- 3 The liability of the members is limited to a sum not exceeding £1.00, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

- 4 The Charity's objects ("Objects") for the public benefit and in particular for the benefit of young people under the age of 25 both in the United Kingdom and internationally ("Young People") are:
- (1) To support, enable and encourage Young People, irrespective of ability, to participate in sport and physical activity, whether in schools, other educational establishments or the wider community, by providing advice and assistance and organising programmes of physical, educational and other activities to help Young People to develop their skills, capacities and capabilities to enable them to participate in society as independent, mature and responsible individuals, advancing their mental and physical health and education.
 - (2) To provide advice and assistance to parents, carers and families to enable and encourage them to support Young People, irrespective of age or ability, to participate in sport and physical activity.
 - (3) To improve and increase the provision of sport and physical activity opportunities available for Young People by building networks, delivering training and seeking co-ordination, collaboration and co-operation amongst providers of sport, physical activity, and physical education, and between sport, education and health providers.
 - (4) To promote the benefits of sport and physical activity (in general and in particular) and the physical and mental health of Young People by undertaking and disseminating research into sport, physical activity, the impact of sport on academic achievement and into the physical and mental health of Young People.
 - (5) To seek to influence policy makers at local, national and international levels about the importance of sport and physical activity and its benefits to Young People (without engaging in any party-political activity).
 - (6) To advance such other charitable purposes as the directors may from time to time think fit.

Nothing in the articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

Powers

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 - 123 of the Charities Act 2011.
 - (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (6) to encourage co-operation and collaboration between educational establishments and other organisations involved in sport, physical activity and physical education, in order to improve sporting provision;
 - (7) to improve and encourage sport, physical education and physical activity in educational establishments by the provision of equipment, resources and training to teachers, adult practitioners and Young People;
 - (8) to work together with physical education and sports providers to co-ordinate the preparation of national programmes of sports and physical education to be followed by Young People and to provide assistance in the implementation of such programmes on a local level;
 - (9) to build networks of individuals and organisations involved in the provision of sport, physical activity or physical education;
 - (10) to deliver events to raise the profile of sport, physical activity and physical education for Young People and encourage collaboration amongst practitioners and providers;
 - (11) to investigate mental and physical health, character development, equality of opportunity and other issues regarding participation by Young People in particular sports and physical activity;
 - (12) to develop new and innovative equipment to enable Young People to participate in sports and physical activity in a safe manner;
 - (13) to research the reasons why Young People do and do not participate in sport to disseminate the results of such research and to use the results of such research to assist more Young People to participate in sport;

- (14) to utilise persons who are known to the public as having excelled in particular sports as inspirational role models for Young People;
- (15) to provide opportunities for Young People to be responsible for the organisation of sports and physical activities within educational establishments and the wider community;
- (16) to provide training and education programmes and scholarships for teachers, leaders and coaches working with Young People;
- (17) to research and develop further sports and physical activities which can be participated in by Young People in a safe manner;
- (18) 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;
- (19) subject to such consents as may be required by law to borrow or raise money for the purposes of the charity on such terms and on such security as may be thought fit;
- (20) to make grants, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the charity or calculated to further the Objects;
- (21) to apply any part of the capital or income of the charity on such terms as may be thought fit, in its absolute discretion;
- (22) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (23) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (24) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (25) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (26) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) 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;
- (27) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (28) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity; and
- (29) to do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

Application of income and property

6 The income and property of the charity shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the charity, and no director shall receive any salary or fee or remuneration or other benefit in money or money's worth from the charity:

Provided that nothing herein shall prevent the payment in good faith by the charity of:

- (1) reasonable and proper remuneration or pensions to any member officer or servant of the charity not being a director in return for any services actually rendered to the charity; or
- (2) reasonable and proper professional charges to any member of the charity or a director or any partner or employee of his or hers for any professional services rendered to the charity; or
- (3) interest at a reasonable and proper rate on money lent to the charity by any member of the charity or by any director; or
- (4) reasonable and proper rent for premises demised or let to the charity by any member of the charity or by any director; or
- (5) reimbursement of reasonable out-of-pocket expenses actually incurred by any director, committee member, officer or servant of the charity in or about the affairs of the charity; or
- (6) fees, remuneration or other benefit in money or money's worth to any company of which any member of the charity or any director may also be a member holding not more than 1% of the issued share capital of that company; or
- (7) indemnity insurance premiums in accordance with the terms of article 5(27) hereof.

Declaration of directors' interests

7 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- 8 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director 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) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Members

- 9 (1) Membership is open to other individuals or organisations who:
- (a) apply to the charity in the form required by the directors; and
 - (b) are approved by the directors.
- (2) (a) The directors 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.
- (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) The directors must keep a register of names and addresses of the members.

Classes of membership

- 10 (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

- 11 Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist;
 - (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the charity is not paid in full within six months of it falling due;

- (4) the member is removed from membership by a resolution of the directors that it 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:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) 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.

General meetings

- 12 (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 13 The directors may call a general meeting at any time. Notice of general meetings
- 14 (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (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 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
- (4) The notice must be given to all the members and to the directors and auditors.
- 15 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 16 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the total membership at the time whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 17 (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (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 the quorum for that meeting.
- 18
- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
 - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
 - (3) If there is only one director present and willing to act, he or she shall chair the meeting.
 - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 19
- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (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.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a 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.
- 20
- (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:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) 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.
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) 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.
 - (3)
 - (a) 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.
 - (b) 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.

- (4) (a) 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.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) 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.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting. Content of proxy notices
- 21 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which –
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) 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.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
- (a) 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
 - (b) 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.

Delivery of proxy notices

- 22 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (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.

- (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.
- (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 appointor's behalf.

Written resolutions

- 23
- (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:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) 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
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
 - (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 24 Subject to article 10, every member, whether an individual or an organisation, shall have one vote.
- 25 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.
- 26
- (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.
 - (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.
 - (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.

Directors

- 27
- (1) A director must be a natural person aged 16 years or older.
 - (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 42.
 - (3) Any director who is a member of the executive management of the charity may only be an ex officio director.

- 28 (1) The minimum number of directors shall be six and the maximum number shall be twelve.
- (2) At least one-quarter of the directors at any one time must be independent directors, one of whom shall be appointed as the senior independent director.
- 29 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 30 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 31 (1) The directors 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.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

- 32 A director shall be appointed for a term of three years except for an ex officio director who shall be a director for the duration of their appointment to the relevant office.
- 33 A director must retire from office where he or she has held office for three consecutive terms, except where article 34 or article 35 applies.
- 34 A director who is appointed as Chair, after completion of the maximum three terms of office specified in article 33, may serve an additional term.
- 35 In exceptional circumstances, and where the directors consider that it would be in the best interests of the Charity, a Chair who has served the maximum four consecutive terms or a director who has served a maximum of three consecutive terms may continue to serve for an additional one year period.
- 36 A director who has served the maximum continuous years' service in accordance with articles 33-35 must be off the board for at least four continuous years before being eligible to be re-appointed to the board. Any period off the board of less than four continuous years shall count as service on the board for the purposes of calculating the maximum term to be served by a director.

Appointment of directors

- 37 The charity may by ordinary resolution appoint a person who is willing to act to be a director.
- 38 No person may be appointed a director at any general meeting unless:
- (1) he or she is recommended for re-election by the directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a director;

- (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed and to declare his or her good character.

- 39 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director.
- 40 (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 41 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

- 42 A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (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);
 - (3) ceases to be a member of the charity;
 - (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 director and may remain so for more than three months;
 - (5) resigns as a director by notice to the charity (but only if at least six directors will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

Remuneration of directors

- 43 The directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

- 44 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.

- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 45 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be four or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (4) Any director shall count towards the quorum and shall be able to participate in meetings of the directors by telephone, video conference or other electronic means provided that:
- (a) he has given notice of his intention to do so providing prior to the meeting the appropriate contact details on which he can be reached; and
- (b) the directors have access to the appropriate equipment and if after all reasonable efforts it does not prove possible for the person to participate by telephone, video conference or other electronic means the meeting may still proceed with its business provided it is otherwise quorate.
- 46 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 47 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment. The chair shall be an independent director (and therefore shall not be the chief executive officer of the charity).
- (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 48 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (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 directors has signified their agreement.

Delegation

- 49 (1) There shall be an audit committee and a nominations committee in each case consisting of two or more directors and any other persons as the directors consider appropriate, provided that there is a majority of independent directors on these committees.
- (2) The directors may delegate any of their powers or functions to the audit and nominations committees and to any other committee of two or more directors.
- (3) The terms of any delegation must be recorded in the minute book.
- (4) The directors may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (5) The directors may revoke or alter a delegation.
- (6) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

- 50 (1) Subject to article 50(2), all acts done by a meeting of directors, or of a committee of directors, 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 constitution 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.
- (2) Article 50(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 50(1), the resolution would have been void, or if the director has not complied with article 7.

Seal

- 51 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

- 52 The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 53 (1) The directors 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.
- (2) The directors must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

- 54 (1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

Means of communication to be used

- 55 (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.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors 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.
- 56 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
- 57 (1) The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) 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.

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

58 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.

- 59 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (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.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

60 (1) The charity shall indemnify a relevant director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

- (2) In this article a 'relevant director' means any director or former director of the charity.

Rules

- 61 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) 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;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.

- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

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

Dissolution

- 63 If upon the winding up or dissolution of the charity 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 charity, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the charity by article 6 above and having objects identical with or similar to the Objects, as the members of the charity shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

Interpretation

64. In sub-clause (2) of article 8 and sub-clause (2) of article 50 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
 - (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
 - (4) an institution which is controlled –
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
 - (5) a body corporate in which –
 - (a) the director or any connected person falling within subclauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.