

ARTICLES OF ASSOCIATION

OF

Women's Breakout

**Russell-Cooke LLP
2 Putney Hill
Putney
London
SW15 6AB
Tel : 020 8789 9111
www.russell-cooke.co.uk**

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

Women's Breakout

1. Name of Charity and Meaning of Words

1.1 The name of the Charity is Women's Breakout, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board of Trustees	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;

Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Seal	the common seal of the Charity, if any;
Signed	shall include faxes of signatures, electronically scanned signatures, and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustee	a director of the Charity, and “member of the Board of Trustees” shall have the same meaning;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations, and the words “she” and “her” shall include the male equivalent unless the context requires otherwise.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects of the Charity

3.1 The objects of the Charity (the ‘Objects’) are, for the public benefit, to promote social inclusion by preventing women from becoming socially excluded, relieving the needs of women who are socially excluded and assisting them to integrate into society, including through supporting voluntary and community sector organisations,

which divert women from the Criminal Justice System through the provision of women only, women centred, holistic, community based services.

3.2 'Socially excluded' means being excluded from society, or parts of society, as a result of one or more of the following factors: unemployment; financial hardship; youth or old age; ill health (physical or mental); substance abuse or dependency including alcohol and drugs; discrimination on the grounds of sex, race, disability, ethnic origin, religion, belief, creed, sexual orientation or gender re-assignment; poor educational or skills attainment; relationship and family breakdown; poor housing (that is housing that does not meet basic habitable standards; crime (either as a victim of crime or as an offender rehabilitating into society).

3.3 For the purposes of these Articles, women only services are services which benefit vulnerable women and their families and where most provision is exclusively for women.

4. Powers of the Charity

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.2 to expend the funds of the Charity in such manner as the Board of Trustees 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 the Board of Trustees 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;

4.3 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.4 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;

4.5 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

4.6 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.7 to employ and pay any employees, officers, servants and professional or other advisers;

4.8 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;

4.9 to give or receive guarantees or indemnities;

4.10 to promote or undertake study or research and disseminate the results of such research;

4.11 to produce, print and publish anything in any media;

- 4.12 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.13 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.14 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- 4.15 to undertake any charitable trust;
- 4.16 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.17 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.18 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 4.19 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.20 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.21 to open and operate bank accounts and other banking facilities;
- 4.22 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the members of the Board of Trustees;
- 4.23 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.24 to insure any risks arising from the Charity's activities;
- 4.25
 - (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the members of the Board of Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;

- (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
 - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
- (b) Subject to article 4.25(d) below, any insurance in the case of 4.25(a)(i) or 4.25(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
- (i) any liability incurred by a member of the Board of Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising):
 - (ii) any liability incurred by a member of the Board of Trustees in defending any criminal proceedings in which she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by her; and
 - (iii) any liability incurred by a member of the Board of Trustees to the Charity that arises out of any conduct which she knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which she did not care whether it was in the best interests of the Charity or not.
- (c) Subject to Article 4.25(d) below any insurance in the case of 4.25(a)(iii) shall not extend to any liability to make such a contribution where the basis of the member of the Board of Trustees' liability is her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and
- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the members of the Board of Trustees that is permitted by law from time to time.

4.26 to pay all the expenses and costs of establishing the Charity;

4.27 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;

- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.28 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.29 to make social investments in pursuance of the Objects by any means; and

4.30 to do anything else within the law which helps promote the Objects.

5. Use of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or members of the Board of Trustees, and no member of the Board of Trustees may 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 except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a member of the Board of Trustees receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a member of the Board of Trustees for any services to the Charity;

6.1.2 reasonable and proper remuneration of a member of the Board of Trustees for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in her capacity as a member of the Board of Trustees) and for goods that are supplied in connection with the provision of those services, PROVIDED THAT:-

- (a) the number of members of the Board of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;

- (b) that no resolution to approve such remuneration to a member of the Board of Trustees shall be effective unless it is passed at a meeting of the Board of Trustees;
- (c) such member of the Board of Trustees shall not vote on any resolutions relating to her engagement by the Charity or a subsidiary (as defined in the Act) of the Charity;
- (d) the remuneration or maximum remuneration payable to the member of the Board of Trustees shall be set out either in the resolution approving such remuneration or in a written agreement between the member of the Board of Trustees and the Charity; and
- (e) the Trustees are satisfied it is in the best interests of the Charity for the services (and any goods provided in connection with the provision of those services) to be provided by that Trustee to the Charity for the remuneration or maximum remuneration agreed;

For the purposes of these Articles 6.1.1 and 6.1.2 “services” includes goods that are supplied in connection with the provision of services.

- 6.1.3 reasonable interest on the money lent by any member of the Board of Trustees;
- 6.1.4 reasonable out-of-pocket expenses to any member of the Board of Trustees;
- 6.1.5 reasonable and proper payment to a company of which a member of the Charity or a member of the Board of Trustees holds not more than a hundredth of the capital;
- 6.1.6 reasonable and proper rent of premises demised or let by any member of the Board of Trustees;
- 6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any member of the Board of Trustees indemnity insurance policy taken out pursuant to article 4.25 above;
- 6.1.8 any payment to a member of the Board of Trustees under the indemnity provisions in the Articles of Association; and
- 6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member of the Board of Trustees shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that member of the Board of Trustees other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the members of the Board of Trustees.

For the purposes of this Article 6 member of the Board of Trustees shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the member of the Board of Trustees or any person living with the member of the Board of Trustees as her partner.

A payment to a member of the Board of Trustees includes the payment to or the engagement of or remuneration of any firm or company in which the member of the Board of Trustees is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the member of the Board of Trustees holds less than 1% of the issued capital.

7. Alterations to these Articles

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by special resolution or written resolution. A special resolution may be passed as a written special resolution or passed at a meeting of members of which 14 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any article in these Articles which directs the application of property on dissolution; or

7.2.3 to any article in these Articles which gives members of the Board of Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Charity

9.1 Each member of the Charity undertakes that, if the Charity is wound up while she is a member, or within one year after she ceases to be a member, she will contribute a sum not exceeding £5 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before she ceases to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of members of the Board of Trustees

- 10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the Board of Trustees or other officer may otherwise be entitled the Charity may indemnify every member of the Board of Trustees or other officer out of the assets of the Charity against all costs and liabilities incurred by her which relate to anything done or omitted or alleged to have been done or omitted by her as a member of the Board of Trustees or other officer save that no member of the Board of Trustees may be entitled to be indemnified:
- 10.1.1 for any liability incurred by her to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
 - 10.1.2 for any fine imposed in criminal proceedings;
 - 10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 10.1.4 for any liability which she has incurred in defending any criminal proceedings in which she is convicted and such conviction has become final;
 - 10.1.5 for any liability which she has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against her; and
 - 10.1.6 for any liability which she has incurred in connection with any application under the Act in which the court refuses to grant her relief and such refusal has become final.
- 10.2 To the extent permitted by law from time to time, the Charity may provide funds to every member of the Board of Trustees or other officer to meet expenditure incurred or to be incurred by her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by her as a member of the Board of Trustees or officer, provided that she will be obliged to repay such amounts no later than:
- 10.2.1 if she is convicted in proceedings, the date when the conviction becomes final; or
 - 10.2.2 if judgment being given against her in proceedings, the date when the judgment becomes final; or
 - 10.2.3 if the court refuses to grant her relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

- 11.1 To the extent required by law every member of the Board of Trustees shall fully disclose to the Board of Trustees the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

- 11.2 Where the duty of a member of the Board of Trustees to avoid a situation in which she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 11.2.1 the matter in relation to which that duty exists has been proposed to the members of the Board of Trustees at a meeting of the members of the Board of Trustees and has been authorised by them; and
 - 11.2.2 any requirement as to the quorum of such meeting is met without counting the member of the Board of Trustees in question, or any other interested member of the Board of Trustees, subject to Articles 11.3 and 11.4; and
 - 11.2.3 the matter was agreed to without any such member of the Board of Trustees voting, or would have been agreed to if the vote of any such member of the Board of Trustees had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted members of the Board of Trustees present at the meeting to constitute a quorum, the unconflicted members of the Board of Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted member of the Board of Trustees or members of the Board of Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 11.3.2 the total number of members of the Board of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board of Trustees.
- 11.4 In the event that all of the members of the Board of Trustees present at the Board of Trustees meeting are conflicted in respect of a particular conflict of interest situation, the conflicted members of the Board of Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 11.6 The members of the Board of Trustees shall observe the other duties and rules in the Act, and such other rules as the Board of Trustees adopts, as to the management of conflicts of duty or interest.
- 11.7 The Board of Trustees may by resolution passed in the manner set out in this Article, authorise a member of the Board of Trustees not to disclose to the Board of Trustees confidential information relating to a conflict of interest provided that it may

not authorise the withholding of information relating to a direct or indirect personal benefit for the member of the Board of Trustees.

- 11.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

12. Rights of Inspection

- 12.1 A copy of the original Memorandum and Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

13. Members

- 13.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.
- 13.2 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 13.3 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Where a non-member seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 13.4 All members must pay the subscriptions (if any) that the Board of Trustees decides from time to time. The Board of Trustees may fix differing rates for subscriptions for different members or categories of members.

14. Membership

- 14.1 The subscribers to the original Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.
- 14.2 Membership is open to any voluntary and community sector organisations, which provide women only services, whether incorporated or unincorporated which the Board of Trustees decides to admit to membership. Application for membership of the Charity may be made by any voluntary and community sector organisation which supports the Objects of the Charity, and which has paid or agreed to pay the annual subscription for the time being in force. The members of the Board of Trustees may determine criteria for membership, which they may set down in regulations, but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application. The decision of the Board of Trustees shall be final. For the avoidance of doubt "women only services" shall have the same meaning as is given in Article 3.3.
- 14.3 A prospective member must, if asked, give a copy of its constitution, governing document and/or other documentation which explains to the Charity what it does and how it is managed.

14.4 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend and to vote at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.

14.5 The Board of Trustees may delegate the power to admit members.

14.6 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Charity for the purposes of the Articles or the Act.

15. No Transfer of Membership

15.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

16. Ending of Membership

16.1 A member stops being a member of the Charity if:

16.1.1 the member resigns from membership by giving notice in Writing to the Charity; or

16.1.2 membership is ended under Article 17; or

16.1.3 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board of Trustees resolves to end membership. The notice must contain a warning that membership may be ended;

16.1.4 the member ceases to provide women only services (as defined in Article 3.3) and the Board of Trustees resolves to end membership; or

16.1.5 the member ceases to function or is wound up.

17. Removal from Membership

17.1 The Board of Trustees may terminate membership by giving the member notice in Writing.

17.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board of Trustees or a committee appointed by the Board of Trustees. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

18. General Meetings

- 18.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

19. Other General Meetings

- 19.1 All general meetings except annual general meetings are called general meetings.

20. Calling of Other General Meetings

- 20.1 The Board of Trustees may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the members of the Charity request it in accordance with the Act.

21. Notice of General Meetings

- 21.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.
- 21.2 At an annual general meeting the business usually conducted will be, at the Board of Trustees' discretion and subject to the Act, the consideration of accounts and balance sheets, the reports of the members of the Board of Trustees and auditors, the election of members of the Board of Trustees in place of those retiring, the election of members of the Board of Trustees appointed to fill a vacancy since the last Annual General Meeting, the appointment of auditors, and the fixing of the remuneration of the auditors.
- 21.3 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

22. Quorum

- 22.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. Representatives of four member organisations or 10% of member organisations present in person or by proxy, whichever is greater and subject to a minimum of four, shall constitute a quorum.

23. Adjournment if no Quorum

- 23.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board of Trustees may decide.

23.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

24. Chair of the meeting

24.1 The Chair (if any) of the Board of Trustees should normally preside as chair at every general meeting of the Charity. If there is no Chair, or if she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board of Trustees shall select the chair of the meeting and in default the members at the meeting shall select a chair.

25. Adjournment of the Meeting

25.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

25.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

26. Voting on Resolutions

26.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chair of the meeting or four members save that no poll may be demanded by the members on the election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.

26.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak vote and demand a poll at a meeting of the Charity.

27. Proxies

27.1 A person holding a proxy may vote on any resolution.

27.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the members of the Board of Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

27.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination

31. Voting and Speaking

- 31.1 Every member including the chair of the meeting (if she is a member) has one vote at general meetings.
- 31.2 The auditor or reporting accountant has the right to attend and speak at general meetings.
- 31.3 A member of the Board of Trustees shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, unless the member of the Board of Trustees is also a member or an appointed representative of a member.

32. Written Agreement to Resolution

- 32.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
 - 32.1.1 it must be in Writing;
 - 32.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 32.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 32.1.4 it may consist of two or more documents in identical form Signed by members; and
 - 32.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 32.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 32.3 A written resolution passed in accordance with this Article 32 has effect as if passed by the Charity in general meeting.

33. Management by the Board of Trustees

- 33.1 The business of the Charity is managed by the Board of Trustees. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

34. Payment of Reasonable Expenses to Members of the Board of Trustees

- 34.1 The members of the Board of Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Charity but shall not be paid any other remuneration except as permitted by law or by these Articles pursuant to Article 5 or 6.

35. The Keeping of Minutes

35.1 The Board of Trustees must have a record of minutes:-

35.1.1 of all appointments of officers by the Board of Trustees;

35.1.2 of the names of the members of the Board of Trustees present at each of its meetings and of any committee of the Board of Trustees; and

35.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Board of Trustees; and

(c) Committees of the Board of Trustees.

36. The Make-up of the Board of Trustees

36.1 The Board of Trustees consists of at least three members, comprising:-

36.1.1 up to eight persons elected by members of the Charity (the "Elected Trustees"); and

36.1.2 up to seven other persons co-opted by the Board of Trustees in accordance with Article 40.2 (the "Co-opted Trustees").

At least three members of the Board of Trustees should be representatives of member organisations, as defined in Article 14.4.

36.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Board of Trustees has approved the appointment of any such candidate.

36.3 No person under the age of 16 may be appointed as a Trustee.

36.4 None of the following may serve as members of the Board of Trustees:-

36.3.1 employees of the Charity;

36.3.2 persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;

36.3.3 persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.

37. Retirement of Members of the Board of Trustees

37.1 At every annual general meeting of the Charity one quarter of the Elected Trustees for the time being shall retire from office, rounding down if the number is a half or under, and rounding up if the number is more than a half. For the avoidance of doubt, Co-opted Trustees and any member of the Board of Trustees who is being elected for the first time shall not count towards the calculation of one quarter.

37.2 The members of the Board of Trustees to retire in every year shall be those who have been longest in office since their last election by the members, but as between persons who became members of the Board of Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

37.3 A retiring member of the Board of Trustees shall be eligible for re-election by the members, provided that she has not already served more than seven consecutive years as an elected member on the Board of Trustees. For the avoidance of doubt, a retiring member of the Board of Trustees may be co-opted by the Board in accordance with Article 40.2 irrespective of how many years she served before retiring.

38. Change in Composition of the Board of Trustees

38.1 The make-up and number of the Board of Trustees may be varied by amendment to these Articles but at no time may the number of the Board of Trustees be reduced to below three.

39. Notification of Change of Members of the Board of Trustees to the Registrar of Companies

39.1 All appointments, retirements or removals of members of the Board of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

40. Filling Vacancies in the Board of Trustees and Co-option

40.1 The Board of Trustees can appoint anyone as a member of the Board of Trustees to fill a vacancy among the Elected Trustees. They will hold office until the next annual general meeting where they may be elected by the members. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum number given in Article 36.1.1

40.2 The Board of Trustees may also co-opt up to seven additional persons onto the Board of Trustees at any time in excess of the maximum number of members of the Board of Trustees set out in Article 36.1.1 who shall hold office until the next annual general meeting unless they cease to be a member of the Board of Trustees prior to that by virtue of Article 41 or 42. A Co-opted Trustee may be removed by the Board of Trustees at any time.

40.3 Such appointees or co-optees may vote at meetings of the Board of Trustees.

41. Ending of Board of Trustees Membership

41.1 A member of the Board of Trustees ceases to hold office if she:-

41.1.1 becomes bankrupt or makes any arrangement or composition with her creditors generally; or

41.1.2 becomes barred from membership of the Board of Trustees because of any order made under the Act, the Company Directors Disqualification Act 1986 (or an regulations made under it) or the Charities Act 2011; or

41.1.3 is considered by the Board of Trustees to have become incapable whether mentally or physically of managing her own affairs and a majority of the

other members of the Board of Trustees resolve that she must cease to hold office; or

- 41.1.4 resigns the office by notice in writing to the Charity but only if at least three members of the Board of Trustees will remain in office when the resignation takes effect; or
- 41.1.5 in the case of an Elected Trustee, if she ceases to be an appointed representative of a member organisation, either because she ceases to be the appointed representative of that organisation or because the organisation ceases to be a member of the Charity, and a majority of the other members of the Board of Trustees resolve that she must cease to hold office,
- 41.1.6 is absent without permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that her office be vacated; or
- 41.1.7 breaches her duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board of Trustees resolves to remove her by a resolution by 75% of the other members of the Board of Trustees present and voting at a meeting and that prior to such a meeting the member of the Board of Trustees in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 41.1.8 is removed from office under Article 42; or
- 41.1.9 is a Co-opted Trustee and is removed by the Board of Trustees; or
- 41.1.10 is removed from office by a resolution of at least 75% of the other elected members of the Board of Trustees present and voting at a Board of Trustees meeting at which at least half of the serving members of the Board of Trustees are present provided that prior to such a meeting the member of the Board of Trustees in question has been given written notice of the intention to propose such a resolution at the meeting.

42. Removal of a Member of the Board of Trustees by a General Meeting

- 42.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

43. Meetings of the Board of Trustees

- 43.1 The Board of Trustees may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 43.2 Questions arising at any meeting must be decided by a majority of votes. Every member of the Board of Trustees has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 43.3 The Charity, if requested by the Chair or a member of the Board of Trustees, must summon a meeting of the Board of Trustees.

43.4 Notice of a Board of Trustees Meeting need not be given to any member of the Board of Trustees who is out of the United Kingdom.

43.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all other participants.

44. Officers of the Board of Trustees

44.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees.

44.2 If no Chair has been appointed or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice Chair shall preside. If she is unwilling to preside or not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

45. Quorum for the Board of Trustees

45.1 The quorum necessary for business to be done at a Board of Trustees meeting may be fixed by the Board of Trustees, but shall be no less than three Trustees, one of whom should be a representative from a member organisation. A member of the Board of Trustees shall not be counted in the quorum at a meeting in relation to a resolution on which she is not entitled to vote. This is subject to Article 11.

46. Vacancies on the Board of Trustees

46.1 The Board of Trustees may act despite any vacancy on the Board of Trustees, but if the number of members of the Board of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further members of the Board of Trustees.

47. A Resolution may be Approved by Signature Without a Meeting

47.1 A resolution in Writing Signed by all of the members of the Board of Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board of Trustees or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board of Trustees or committee.

47.2 For the avoidance of doubt, for the purposes of Article 47.1, an email sent by a Trustee or committee member with a scanned or typed signature shall be deemed to be Signed, provided that it complies with any regulations set down by the Board from time to time relating to the passing of Board or committee resolutions in writing.

48. Validity of Acts Done at Meetings

48.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a member of the Board of Trustees or that she was disqualified,

anything done before the discovery at any meeting of the Board of Trustees is as valid as if there were no defect or disqualification.

49. Delegation by the Board of Trustees

- 49.1 The Board of Trustees may delegate the administration of any of its powers to committees consisting of one or more members of the Board of Trustees and any such committee must conform to any rules that the Board of Trustees imposes on it.
- 49.2 The Board of Trustees may co-opt any person or people who are not members of the Board of Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.
- 49.3 All acts and proceedings of the committee or members of the Board of Trustees must be reported to the Board of Trustees as soon as possible.

50. Chair of Committees

- 50.1 A committee may elect a chair of its meetings if the Board of Trustees does not nominate one.
- 50.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

51. Meetings of Committees

- 51.1 A committee may meet and adjourn whenever it chooses.
- 51.2 Questions at the meeting must be decided by a majority of votes of the members of the Committee present. In the case of an equality of votes the chair of the committee meeting shall have a casting vote.
- 51.3 A committee must have minutes entered in minute books.

52. Appointment and Removal of the Company Secretary

- 52.1 The Board of Trustees may but, subject to the Act, need not appoint a Company Secretary and may decide her period of office, pay and any conditions of service, and may remove her from office.

53. Honorary Officer

- 53.1 The Board of Trustees may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity or such other honorary position and such office is honorary only and carries no vote or other rights.

54. Actions of members of the Board of Trustees and Company Secretary

- 54.1 The Act says that some actions must or may be taken both by a member of the Board of Trustees and by the Company Secretary. If one person is both a member of the Board of Trustees and Company Secretary, that one person may not act in the capacity of both member of the Board of Trustees and Company Secretary for any business that requires the action of both a member of the Board of Trustees and the Company Secretary.

55. The Seal

- 55.1 If the Charity shall decide to use a company seal the Board of Trustees must provide safe custody of the Seal.
- 55.2 The Seal may only be used as the authority of the Board of Trustees or of a committee authorised by the Board of Trustees to use it.
- 55.3 Everything to which the Seal is affixed must be signed by two persons authorised by the Board of Trustees. Where the Board of Trustees has not authorised any such persons it must be:-
- 55.3.1 Signed by a member of the Board of Trustees and countersigned by the Company Secretary or by a second member of the Board of Trustees; or
- 55.3.2 Signed by a member of the Board of Trustees and witnessed by an independent third party.

56. Proper Accounts must be kept

- 56.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

57. Books must be kept at the Office

- 57.1 The books of account must be kept at the Office or at other places decided by the Board of Trustees. The books of account must always be open to inspection by members of the Board of Trustees.

58. Inspection of Books

- 58.1 The Board of Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not members of the Board of Trustees. A member who is not a member of the Board of Trustees may only inspect a book of account or document of the Charity if the right is given by law or authorised by the Board of Trustees or a general meeting.

59. Accounts and Returns

- 59.1 The Board of Trustees must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 59.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).
- 59.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 59.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
- 59.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

59.4 To the extent required by law, the Board of Trustees must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

59.5 The Board of Trustees must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

60. Appointment of Reporting Accountants or Auditors

60.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

61. Service of Notices

61.1 The Charity may give notices, accounts or other documents to any member either:

61.1.1 personally; or

61.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

61.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

61.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

61.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which she has given the Charity for that purpose or in accordance with Article 61.1.1, 61.1.3, 61.1.4 or 61.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose shall not be entitled to receive any notice from the Charity, irrespective of whether they have consented to receiving notice by email or fax.

61.2 If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

61.3 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other

documents will be treated as having been received 24 hours after having been properly sent.

61.4 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

61.5 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing the member that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

62. Accidental Omission of Notice

62.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

63. Who is Entitled to Notice of General Meetings

63.1 Notice of every general meeting must be given to:-

63.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);

63.1.2 the reporting accountants or auditor of the Charity;

63.1.3 all members of the Board of Trustees;

63.1.4 any President or other honorary position.

63.2 No one else is entitled to receive notice of general meetings.

64. Rules and Regulations

64.1 The Board of Trustees may make such rules, regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board of Trustees which would otherwise have been valid.

65. Winding-up of the Charity

65.1 A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities

have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

- 65.2 The institution or institutions will be chosen by the members of the Board of Trustees at or before the time when the Charity is wound-up or dissolved.