

**Appendix**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

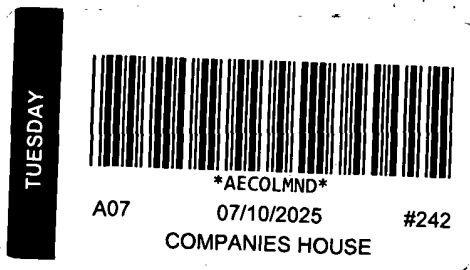
**ARTICLES OF ASSOCIATION**

**OF**

**YORK CIVIC TRUST**

**Company No 486282**

**Registered Charity No 229336**



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**THE COMPANIES ACT 2006**  
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**ARTICLES OF ASSOCIATION**  
**OF**  
**YORK CIVIC TRUST**

**Adopted by special resolution passed on 2 October 2025**

**1. Interpretation**

1.1 In these Articles, unless the context otherwise requires:

**Act:** means the Companies Act 2006;

**Advisors:** means persons who are not Directors but who may be invited at the Directors' discretion to attend Directors' or committee meetings in an advisory capacity or to otherwise advise the Directors to inform the Directors' decision making (for the avoidance of doubt this may include, but is not limited to former Directors);

**Articles:** means the Charity's articles of association for the time being in force;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

**Charities Act:** means the Charities Act 2011;

**Charity:** means York Civic Trust, which is a charitable company regulated by the Articles;

**Charity Commission:** means the Charity Commission for England and Wales;

**Circulation Date:** in relation to a written resolution, has the meaning given to it in the Act;

**Clear Days:** in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

**Connected Person:** means any person falling within one of the following categories:

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;

- e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

**Director:** means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

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

**electronic form and electronic means:** have the meaning given to such terms in section 1168 of the Act;

**Fund Manager and Financial Expert:** means a person or firm of expert and reputable investment advisors with experience of advising charities on financial matters and matters relating to their investments and who are reasonably believed by the Directors to be qualified to give advice on investments by reason of their ability in and practical experience of financial and other matters relating to investments;

**Member:** means a person who is admitted to membership in accordance with the Articles;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

**Objects:** means the objects of the Charity as stated in article 2;

**Special Resolution:** has the meaning given in section 283 of the Act;

**United Kingdom:** means Great Britain and Northern Ireland; and

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- (a) any subordinate legislation from time to time made under it; and

- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall not apply to the Charity.

## **2. Objects**

The Charity is established for the public benefit for the following purposes in the area comprising York and its surroundings which area shall hereinafter be referred to as "the area of benefit"

- (a) to promote high standards of planning and architecture in or affecting the area of benefit;
- (b) to educate the public in the geography, history, natural history and architecture of the area of benefit;
- (c) to secure the preservation protection development and improvement of features of historic or public interest in the area of benefit

## **3. Powers**

In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- (a) promote or oppose, or join in promoting or opposing movements, proposals and measures affecting or likely to affect any of the Objects;
- (b) advise and assist persons intending to develop land, or to rebuild any house, shop, office or other building in promoting or preserving the natural, artistic and cultural amenities of the neighbourhood and to enter into any arrangements with them for securing the Objects;
- (c) accept (or disclaim) any gift of money, legacy or other property;
- (d) raise funds by way of subscription, donation or otherwise;
- (e) trade in the course of carrying out the Objects and carry out any other trade which is not expected to give rise to taxable profits;
- (f) establish or purchase companies to carry on any trade;
- (g) sell, lease or otherwise dispose of all or any part of the Charity's real or personal property and any and all rights of the Charity, subject to such consents as may be required by law;

- (h) borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
- (i) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (j) set aside funds for particular purposes or as reserves against future expenditure in accordance with a written policy about reserves;
- (k) deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Fund Manager or Financial Expert, having regard to the suitability of investments and the need for diversification;
- (l) delegate the management of investments to Fund Managers and/or Financial Expert, but only on terms that:
  - (i) the Charity's investment policy is set down in writing by the Directors for the Fund Managers and/or Financial Expert;
  - (ii) all transactions are reported promptly and regularly in such format and at such intervals that are required by the Directors;
  - (iii) investment performance is reviewed regularly with the Directors;
  - (iv) the delegation arrangement may be cancelled by the Directors at any time;
  - (v) a review of the investment policy and the delegation arrangement shall be carried out regularly at such intervals to be determined by the Directors;
  - (vi) all payments due to the Fund Managers and/or Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Directors on receipt;
  - (vii) the Fund Managers and/or Financial Expert must not do anything outside the powers of the Charity;
- (m) arrange for the investments or other property of the Charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Directors or of Fund Managers and/or Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (n) co-operate with other bodies and to exchange information and advice with them and to collaborate with any authority, national, local or other, and with other charities and voluntary bodies to achieve any or all of the Objects;
- (o) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (p) enter into partnership, joint venture or other arrangement with any other body with objects similar to any or all of the Objects;

- (q) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Objects;
- (r) enter into contracts to provide services to or on behalf of other bodies;
- (s) provide or procure the provision of advice;
- (t) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- (u) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- (v) subject to article 4.2:
  - (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Objects. The Directors' approval is required for appointment of the Chief Executive and such other senior appointments that are determined by the Directors at their discretion; and
  - (ii) make reasonable provision for the payment of pensions for employees and their dependents;
- (w) take out such insurance policies as are necessary to protect the Charity;
- (x) provide indemnity insurance for the Directors or any other officer of the Charity in accordance with and subject to the conditions in section 189 of the Charities Act;
- (y) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (z) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- (aa) organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (bb) provide and assist in the provision of grants, money, materials or other aid;
- (cc) act as trustee and to undertake and execute charitable trusts;
- (dd) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects similar to the Objects;
- (ee) pay out of the funds of the Charity the costs incurred in connection with the formation and registration of the Charity as a company and as a charity;
- (ff) to operate a museum at Fairfax House or such other museum as the Directors see fit to achieve any or all of the Objects; and
- (gg) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

#### **4. Application of income and property**

4.1 The income and property of the Charity shall only be applied to promote the Objects.

4.2 Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:

- (a) a benefit to any Member in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration to any Member for any goods or services supplied to the Charity, provided that article 5 applies if such a Member is a Director;
- (c) interest on money lent by a Member to the Charity at a reasonable and proper rate;
- (d) reasonable and proper rent for premises demised or let by a Member to the Charity; and
- (e) any payment to a Member who is also a Director which is permitted under article 5.

#### **5. Limitation on benefits to Directors and Connected Persons**

5.1 No Director may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by, or receive any remuneration from the Charity; or
- (c) receive any other financial benefit from the Charity

unless the payment is permitted by Article 5.2 or authorised in writing by The Charity Commission.

5.2 A Director may receive the following benefits from the Charity:

- (a) a Director or person Connected with a Director may receive a benefit from the Charity in their capacity as a beneficiary of the Charity;
- (b) a Director may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by them when acting on behalf of the Charity;
- (c) a Director or person Connected with a Director may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Directors provided that this provision may not apply to more than half of the Directors in any financial year (and for these purposes such provision shall be treated as applying to a Director if it applies to a person who is Connected to that Director);
- (d) a Director or person Connected with a Director may receive reasonable and proper rent for premises let to the Charity;

- (e) the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3(x); and
- (f) a Director or other office of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out in Article 32;

provided that where benefits are conferred under Articles 5.1 and 5.2, Article 24 (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

5.3 Article 5.2 (read so that references to "the Charity" are replaced by references to "any Subsidiary Company") shall permit a Director or person Connected with a Director to receive benefits from a Subsidiary Company provided that Article 5.1 shall be treated as though it read "a Director or person Connected with a Director may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Charity or of any Subsidiary Company.

5.4 For any transaction authorised by Articles 5.1 or 5.2, the Director's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Articles 5.1 and 5.2 have been complied with.

## **6. Winding up**

6.1 The members of the Charity may at any time before and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects.

6.2 Subject to any such resolution of the Members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

6.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity (except to a Member that is itself a charity) and if no such resolution is passed by the Members of the Charity the net assets of the Charity shall be applied for charitable purposes as directed by the Court or The Charity Commission.

## **7. Liability of members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **8. Members**

8.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.

8.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership unless:

- (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.

8.3 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.

8.4 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the Register.

8.5 Membership is not transferable.

## **9. Termination of membership**

A Member shall cease to be a Member if:

- (a) he or she dies, or if it is an organisation, ceases to exist;
- (b) any such due from the Member to the Charity is not paid in full within six months of it falling due;
- (c) the Member is removed from membership by resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a Member from membership may only be passed if:

- (i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
- (ii) 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.

## **10. General meetings of members**

- 10.1 The Directors may call a general meeting of the Members at any time and such a meeting shall be held in accordance with the Act.
- 10.2 General meetings shall be called on notice in accordance with the Act and proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it due to an accidental omission by the Charity. The minimum periods of notice required to convene a general meeting of the members are fourteen clear days for all general meetings including, for the avoidance of doubt but not limited to an annual general meeting and a general meeting called for the purpose of passing a special resolution. A general meeting of the members may be called by shorter notice if a majority in number of members having a right to attend and vote at the general meeting who together hold not less than 90% of the total voting rights. The notice must specify the date, time and place of the general meeting and the general nature of the business to be transacted and the exact wording of any formal resolutions proposed including ordinary and special resolutions. The notice must be sent to all of the members, the trustees and auditors of the Charity.
- 10.3 No business shall be transacted at any general meeting unless a quorum is present. A quorum is thirty Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 10.4 A Member is entitled to appoint another person as their proxy, in accordance with the Act, to exercise all or any of their rights to attend and to speak and vote at a meeting of the Charity.
- 10.5 The chair of Directors shall chair general meetings of the Charity or, if they are absent, the chair of one of the Charity's committees shall act as chair at the discretion of the Directors. If neither the chair of Directors nor the chair of one of the charity's committees nominated by the Directors to chair the meeting is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- 10.6 A vote on a resolution proposed 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.

- 10.7 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 10.8 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 10.9 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 10.10 Any Member may participate and vote in a general meeting in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 10.11 If all the Members participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **11. Written resolutions**

- 11.1 Subject to article 11.4, a written resolution of the Members passed in accordance with this article 11 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members;  
or
  - (b) as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.
- 11.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 11.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a Special Resolution, shall be passed as an ordinary resolution.
- 11.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.

- 11.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 11.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
  - (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 11.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 11.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 11.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 11.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

## **12. Directors**

- 12.1 The number of Directors shall not be less than three and shall not be more than fifteen.
- 12.2 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

## **13. Powers of Directors**

- 13.1 Subject to the Articles, the Directors are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

## **14. Appointment of Directors**

- 14.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by resolution of the Directors and shall hold office until the conclusion of the next general meeting following their appointment at which the Members shall be asked to ratify their appointment.
- 14.2 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.
- 14.3 The usual term of office for a Director shall be three years from the date on which the Members ratify their appointment pursuant to article 14.1, at the end of which they shall retire. Subject to article 15, a Director shall be eligible for reappointment by the Directors and ratification by the Members pursuant to article 14.1 for one further term of three years.
- 14.4 No Director shall serve for more than six consecutive years unless the Directors consider it would be in the best interests of the Charity for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.
- 14.5 The Directors may make such rules as they see fit in respect of the order in which Directors in office at the date of these Articles are adopted shall retire in accordance with Articles 14.3 and 14.4.

## **15. Disqualification and removal of Directors**

A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Act;
- (b) cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
- (c) are not ratified by the Members in accordance with article 14.1;
- (d) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (e) cease to be a Member of the Charity;
- (f) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (g) in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (h) resign by written notice to the Charity, provided that at least three Directors will remain in office once the resignation takes effect;

- (i) are absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
- (j) are removed from office by a resolution of the Directors that it is in the best interests of the Charity that their office be vacated passed at a meeting at which at least half of the Directors are present. Such a resolution must not be passed unless:
  - (i) the Director has been given at least 14 Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
  - (ii) the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration. There shall be no right of appeal from a decision of the Directors to terminate the Directorship of a Director.

## **16. Proceedings of Directors**

- 16.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 16.2 The Directors shall meet at least four times a year.
- 16.3 Acts done by a meeting of the Directors or of a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:
  - (a) the appointment of any such Director or person acting as a Director was defective; or
  - (b) any or all of them were disqualified; or
  - (c) any or all of them were not entitled to vote on the matter.

## **17. Calling a directors' meeting**

- 17.1 Any two Directors may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.
- 17.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:
  - (a) the time, date and place of the meeting;
  - (b) the general particulars of the business to be considered at the meeting; and

- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

## **18. Participation in Directors' meetings**

- 18.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 18.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 18.3 The Directors may at their discretion invite any person or persons to attend a Directors' meeting as Advisors to inform the Directors' decision making. For the avoidance of doubt, Advisors shall only participate in the meeting to the extent that the Directors think fit and shall not have the right to vote and must not be counted in the quorum. The Directors may consider an Advisor's views but must exercise and retain discretion and independence in their decision-making processes.

## **19. Quorum for Directors' meetings**

- 19.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than three or the number nearest to one third of the total number of Directors, whichever is the greater.
- 19.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 19.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

## **20. Chairing Directors' meetings**

- 20.1 The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended.
- 20.2 If at any meeting of the Directors the chair is not participating in the meeting within ten minutes of the time at which it was to start, the participating Directors may appoint at their

discretion one of the chairs of the Charity's committees to chair the meeting or, if no such person is present must appoint one of themselves to chair the meeting.

## **21. Decision-making by Directors**

- 21.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 22.
- 21.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

## **22. Written resolutions of Directors**

- 22.1 A decision of the Directors is taken in accordance with this Article when no less than a two thirds majority of all eligible directors indicate to each other by any means that they share a common view on a matter.
- 22.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 22.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 22.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

## **23. Delegation by Directors**

- 23.1 Subject to the Articles, the Directors may delegate any of their powers or functions for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Director would be more conveniently undertaken or carried out by a committee provided any committee shall consist of at least two or more Directors.
- 23.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Charity to the Chief Executive of the Charity or committee as they think fit.

- 23.3 Any delegation by the Directors may be by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think fit.
- 23.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management to the Charity's Chief Executive or committee as they think fit.
- 23.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 23.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

#### **24. Conflicts of interest**

- 24.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have 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.
- 24.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 24.3 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.

In this article 24.3 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.

## **25. Secretary and Honorary Officers**

- 25.1 The Directors may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.
- 25.2 A secretary who is also a Director may not be remunerated, otherwise than as permitted by these Articles.
- 25.3 The Directors may appoint any person to such honorary office in the Charity as they see fit and set the terms of reference and term of such honorary office as the Directors think fit. If not already a Member, the honorary officers shall become Members upon appointment to their office notwithstanding Article 9. From time to time the Directors may decide to remove such person from any honorary office, amend or revoke their terms of reference and appoint a replacement.

## **26. Change of company name**

The name of the Company may be changed by:

- (a) decision of the Directors; or
- (b) a Special Resolution of the Members,

or otherwise in accordance with the Act.

## **27. Minutes**

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

## **28. Seal**

- 28.1 The seal, if any, may only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors.

- 28.2 The Directors may determine by what means and in what form the seal is to be used.
- 28.3 Unless otherwise decided by the Directors, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 28.4 For the purposes of this Article, an authorised person is:
- (a) any Director;
  - (b) the secretary (if any); or
  - (c) any person authorised by the Directors for the purpose of signing documents to which the seal is applied.

## **29. Records and accounts**

- 29.1 The Directors shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to Companies House and the Charity Commission of:
- (a) annual reports;
  - (b) annual returns and/or confirmation statements; and
  - (c) annual accounts.
- 29.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.
- 29.3 A copy of the Charity's latest annual accounts shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

## **30. Communications**

- 30.1 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity.
- 30.2 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.

30.3 A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

**31. Irregularities**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

**32. Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity but only to the extent permitted by the Act; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Act.