

# Resolution or Constitutional Amendment to War on Want's Articles of Association Proposed to War on Want AGM 2024

Please write your proposal here continuing overleaf if necessary

## Special Resolution 1 – to adopt new Articles

It is hereby resolved by way of special resolution that the draft Articles of Association attached hereto be and are hereby approved and adopted as the Articles of Association of the Charity in substitution for and to the exclusion of all existing Memorandum & Articles of Association of the Charity.

### Proposed by:

Name Alia Al Ghussain

Organisation (if relevant) \_\_\_\_\_

Membership/Affiliation Number 1231382



Signature

Date 27 May 2024

### Seconded by:

Name Norina O'Hare

Organisation (if relevant) \_\_\_\_\_

Membership/Affiliation Number 1147293



Signature

Date 27 May 2024



## THE COMPANIES ACT 2006

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**COMPANY LIMITED BY GUARANTEE, NOT FOR PROFIT  
AND NOT HAVING A SHARE CAPITAL**

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## **ARTICLES OF ASSOCIATION OF WAR ON WANT Company number: 00629916**

(as amended by Special Resolutions passed on 19 February 1962, 30 April 1977,  
25 September 1988, 17 September 1989, 24 November 1990, 23 March 1991,  
16 June 2007, 27 February 2010, 22 March 2014, 30 April 2021 and 2 August 2024)

### **Definitions and Interpretation**

1.1. In these Articles, the following words shall have the following meanings:

"the Association" means the company intended to be regulated by these Articles;

"the Act" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force;

"Affiliated Organisation(s)" means organisations who apply for membership of the Company to the Trustees in the form required by the Trustees and who are approved for membership by the Trustees;

"Appeal Hearing" means a hearing at which Members removed from membership in accordance with Article 5.1 may appeal such decision and at which the outcome of such appeal is decided;

"the Articles" means these Articles of Association;

"the Charities Acts" refers to the Charities Act 2011 and the Charities Act 2022;

"the Chief Executive" means the chief executive of the Association appointed in accordance with the provisions of the Articles;

"clear days" in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Commission" means The Charity Commission for England and Wales;

"Communication" and "Electronic Communication" mean the same as in the Electronic Communications Act 2000;

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;

"the Company" means the company regulated by these Articles, which is War on Want, registered in England and Wales with Company Registration Number 00629916;

"the Council of Management" means the Trustees acting collectively;

"Electronic means" and "remote means"- any electronic or remote facilities as may be approved by the Trustees from time to time that enable those attending a general meeting to attend and participate simultaneously in a general meeting of the Company without attending a physical meeting place, or to exercise their rights in respect of that meeting without attending a physical meeting place."

"Emergency Circumstances" means such circumstances as are deemed to be an emergency by the Trustees from time to time, including but not limited to the sudden death or incapacity to work of the Chief Executive or other member of the senior management of the Company;

"Emergency Resolution" means any resolution proposed by a Member for consideration by the membership at the annual general meeting in accordance with Article 9.2;

"executed" includes any mode of execution;

"Honorary Member(s)" means individuals or associations of distinction associated with the Company to be appointed at the discretion of the Trustees from time to time (but, for the avoidance of doubt, is not a voting company member of the Company);

"Individual Member(s)" means individuals who apply for membership of the Company to the Trustees in the form required by the Trustees and who are approved for membership by the Trustees;

"Member" shall mean any member of the Company approved for membership by the Trustees, whether an Individual Member or an Affiliated Organisation (but excluding, for the avoidance of doubt, an Honorary Member);

"Member's Resolution" means any resolution proposed by Member for consideration by the membership at the annual general meeting in accordance with Article 6.1;

"the Memorandum" means the Memorandum of Association of the Association;

"the Objects" means the objects of the Company as defined in Article 2;

"Office" means the registered office of the Company;

“Proxy” means a person authorised by a member to attend and vote at general meetings on that member’s behalf in accordance with the provisions of Articles 23-27, below.

"the Seal" means the common seal of the Company if it has one;

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

"the Trustees" means the directors of the Company (and "Trustee" has a corresponding meaning);

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

1.2. In these Articles:

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

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

1.2.3. References to statutes and regulations shall include any statutory modification or re-enactment thereof for the time being in force.

## **2. Objects & Powers of the Company**

2.1. The Association’s objects (“the Objects”) are:

2.1.1. To relieve global poverty however caused through working in partnership with people throughout the world.

2.1.2. To promote human rights (as defined in the Universal Declaration of Human Rights and subsequent United Nations and International Labour Organisation conventions and declarations) and, in particular, such human rights which contribute to the relief of global poverty by all or any of the following means:

2.1.2.1. monitoring abuses of human rights;

2.1.2.2. relieving need among the victims of human rights abuse;

2.1.2.3. promoting respect for human rights among individuals and corporations;

2.1.2.4. raising awareness of human rights issues.

2.1.3. To advance the education of the public into the causes of poverty and the ways of reducing poverty by conducting research and publishing and disseminating the findings of such research.

- 2.2. Subject to the provisions of the Companies Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company (without detracting from the generality of the Trustees' powers under the Articles). No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The Charity has power to do anything which helps to promote its Objects. For the avoidance of doubt (and without limit) it has the power:
- 2.2.1. to regulate the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles;
  - 2.2.2. to regulate the conduct of Members of the Company in relation to one another and to the Company's officers and employees.
  - 2.2.3. to engage in political activity provided that the Trustees are satisfied that the proposed activity will further the purposes of the Company to an extent justified by the resources committed and that the activity is not the dominant means by which the Company carries out the Objects;
  - 2.2.4. to create and develop links with organisations that promote justice, equality and internationally recognised rights and to foster international partnership between organisations dedicated to fighting global poverty;
  - 2.2.5. to establish or support programmes and projects designed to make a sustainable difference in the lives of people living in poverty whether alone or in partnership with similar non-profit making organisations or agencies anywhere in the world;
  - 2.2.6. to carry out and commission research, publish and distribute information, and undertake educational and publicity campaigns for any of the Objects of the Company;
  - 2.2.7. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
  - 2.2.8. to raise funds and to invite contributions, accept donations and legacies provided that in raising funds the Company does not undertake any substantial permanent trading activities and conforms to any relevant statutory regulations;
  - 2.2.9. to borrow money and give security for loans, but only in accordance with the restrictions imposed by the Charities Acts;
  - 2.2.10. to acquire, lease, let, alter, equip for use, charge, insure and dispose of property or assets of any kind but only in accordance with the Charities Acts. In particular, in exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
  - 2.2.11. to sell, lease or otherwise dispose of all or any part of the

property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 2.2.12. to make grants or loans of money and to give guarantees;
- 2.2.13. to set aside the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 2.2.14. to set aside sums for special purposes or as reserves against future expenditure;
- 2.2.15. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company; but to invest only after obtaining advice from a financial expert and subject to an investment policy which is set down in writing by the trustees;
- 2.2.16. to arrange for investments or other property of the Company to be held in the name of a nominee under the control of the trustees or of a financial expert acting under their instructions or in any other manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and to pay any reasonable fee required;
- 2.2.17. subject to Article 2.3 below, to employ and remunerate such staff, who shall not be trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 2.2.18. to enter into contracts to provide services to or on behalf of other bodies;
- 2.2.19. to establish subsidiary companies to assist or act as agents of the Company;
- 2.2.20. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or non-profit making body constituted for any of the Objects or similar purposes;
- 2.2.21. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of any of the Objects or similar charitable purposes and to exchange information and advice with them;
- 2.2.22. to establish or support any charitable trusts, associations or institutions engaging in similar activities to those of the Company;
- 2.2.23. to do all such other lawful things as are necessary for the attainment of the Objects; and,

- 2.2.24. to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 2.3. The income and property of the Company shall be applied solely towards the promotion of the Objects and, save as provided herein and in Articles 2.4, 2.5 and 2.6 below, no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company without the prior written consent of the Charity Commission, PROVIDED that nothing in this document shall prevent any payment in good faith by the Company:
- 2.3.1. of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers when instructed by the Company to act in a professional capacity on its behalf, provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 2.3.2. of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Trustee;
- 2.3.3. to any Trustee of reasonable out-of-pocket expenses;
- 2.3.4. of interest on money lent by any member of the Company or Trustee at a reasonable and proper rate per annum not exceeding two per cent (2%) less than the published base lending rate of a clearing bank selected by the Trustees;
- 2.3.5. of reasonable and proper rent for premises demised or let by any member of the Company or a Trustee; and,
- 2.3.6. of any premium in respect of any indemnity insurance to cover the liability of the Trustees which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company PROVIDED that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interest of the Company, or which the Trustees did not care whether it was in the best interests of the Company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal proceedings for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees.
- 2.4. The liability of the Members is limited.
- 2.5. Every Member undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the

Company's debts and liabilities contracted before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 2.6. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association by Article 2.3 above, chosen by the Members at or before the time of dissolution and if that cannot be done then to some other charitable object.

### **3. Membership of the Company**

- 3.1. Membership is open to individuals or organisations who apply to the Company in the form required by the Trustees and are approved by the Trustees.
- 3.2. The Trustees may refuse an application for membership if they have reasonable grounds for believing that the individual or organisation concerned is/are not prepared to assist in the advancement of the Objects. Honorary Members may be appointed at the discretion of the Trustees (but for the avoidance of doubt are not members of the Company for the purposes of these Articles or the Companies Acts).
- 3.3. In the case of Affiliated Organisations:
  - 3.3.1. Where an Affiliated Organisation is an unincorporated organisation, the Trustees may (in their discretion) allow the unincorporated organisation to nominate an individual (in such manner as the Trustees may decide) to serve as a member on its behalf. The unincorporated association must notify the Company of the name of its initial nominated representative, and any changes to that nominated representative, and subject to Article 3.2, the Company will register that person as a member. A suitable note must be made in the Charity's register of members;
  - 3.3.2. Where an Affiliated Organisation is a corporate body, it may by resolution of its directors or other governing body authorise one or more individuals to exercise its rights as a member. Evidence of the representative's appointment must be provided in any such form as the Trustees reasonably require. This individual or individuals may exercise (on behalf of the corporate Affiliated Organisation) the same powers as the corporate Affiliated Organisation could exercise if it were an individual member.
- 3.4. Membership is not transferable to anyone else.
- 3.5. The Trustees must keep a register of names and addresses of Individual Members, Affiliated Organisations and Honorary Members.
- 3.6. The Trustees shall have the power to prescribe membership fees and structures and may differentiate between Individual Members and Affiliated Organisations. Honorary Members shall not be required to pay any subscription.



#### **4. Termination of Membership**

4. A Member stops being a Member of the Company if:
  - 4.1. they die;
  - 4.2. they act as member on behalf of an Affiliated Organisation (being an unincorporated organisation) under Article 3.3.1 and the unincorporated organisation ceases to exist;
  - 4.3. (being a corporate body) the Affiliated Organisation goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
  - 4.3. the Member resigns from membership by giving notice in writing to the Company;
  - 4.4. Membership is ended under Article 5; or,
  - 4.5. the Member's subscription remains unpaid six (6) months after it is due.

#### **5. Removal from Membership**

- 5.1. The Trustees may by a two thirds majority of those present and voting resolve to terminate the membership of any Member for good cause which shall include but not be limited to being in substantial breach of these Articles, bringing the Company into disrepute or otherwise causing detriment to the name and/or goodwill of the Company. Before doing so, the Member concerned shall be given the opportunity to be heard by the Trustees and be accompanied at such hearing by another Member or person of their choice before a final decision is made.
- 5.2. If a Member removed from Membership in accordance with Article 5.1, above, wishes to appeal the decision to remove him/her, he/she shall, within 14 days of being notified of such decision, lodge the appeal in writing with the chairperson of the Trustees, specifying the grounds of the appeal. The Trustees shall then arrange for an Appeal Hearing to take place, in accordance with the provisions of Article 5.1, below. The decision taken at the Appeal Hearing shall be regarded as final.
- 5.3. An Appeal Hearing shall be heard, considered and decided upon by an independent panel which shall constitute three individuals chosen by the Trustees, being one representative from any three Affiliated Organisations as may be determined by the Trustees from time to time, provided that such panel shall not include representatives from any organisation to which the Member bringing the Appeal Hearing is connected by employment or otherwise.
- 5.4. An Honorary Member can be removed at any time at the discretion of the Trustees.

#### **6. General meetings**

The Company shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and that of the next. All general meetings other than annual general meetings shall be called extraordinary general meetings.

## **7. Calling a general meeting**

- 7.1. The annual general meeting shall be held at such times and places as the Trustees shall appoint.
- 7.2. The Trustees may decide to call an extraordinary general meeting at any time.
- 7.3. The Trustees must call an extraordinary general meeting within three (3) months of any request to bring such meeting received in writing and signed by at least ten percent (10%) of the Members.
- 7.4. Extraordinary general meetings may be called by the Members without recourse to the Trustees if:
  - 7.4.1. in the case of an annual general meeting, it is called by all the Members entitled to attend and vote; and
  - 7.4.2. in the case of an extraordinary general meeting, it is called by a majority in number of Members having a right to attend and vote at the meeting who together hold not less than ninety-five percent (95%) of the total voting rights.
- 7.5. All of the above methods of calling a general meeting are subject to the notice provisions of Article 8, below.

## **8. Notice of general meetings**

- 8.1. The minimum periods of notice required to hold a general meeting of the Company are:
  - (a) twenty-one (21) clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen (14) clear days for all other general meetings.

Subject to Article 71, a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety percent (90%) of the total voting rights.

- 8.2. Notwithstanding the provisions of Article 8.1, an extraordinary general meeting called by the Members in accordance with Article 7.4, above, shall be deemed duly called by any shorter notice.
- 8.3. The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted at the meeting and, in the case of an annual general meeting, shall specify the meeting as such and provide details of any Member's Resolutions or Emergency Resolutions to be considered.
- 8.4. The notice of any general meeting shall be given to all Members (including, for the avoidance of doubt, Honorary Members and Affiliated Organisations) and to the Trustees and auditors.

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

## **9. Proposition of resolutions to be considered at general meetings**

- 9.1. Any Member may propose a Member's Resolution, provided that Member's Resolutions shall only be valid and put before the annual general meeting if they satisfy the following conditions:
- 9.1.1. the resolution is proposed in writing in such form as may be prescribed by the Trustees from time to time; and,
  - 9.1.2. the resolution is lodged with the Membership Officer and Office Manager of the Company prior to such date or deadline as may be notified to the membership by the Trustees from time to time.
- 9.2. Any Member may propose an Emergency Resolution, provided that Emergency Resolutions shall only be valid and put before the annual general meeting if they satisfy the following conditions:
- 9.2.1. The resolution relates solely to matters that have arisen since such date or deadline as may have most recently been specified in accordance with Article 9.1.2 above; and
  - 9.2.2. The resolution is lodged with the Membership Officer and Office Manager of the Company at least 48 hours prior to the annual general meeting.
- 9.3. Amendments to any resolution moved at a general meeting may be made at the general meeting providing they have been received by the Membership Officer and Office Manager of the Company at least fourteen (14) days before the date of the meeting. Amendments will be held at the office of the Membership Officer and Office Manager of the Company where Members will be given access to them and written copies of amendments will be made available to Members at the start of the General Meeting.

## **10. Proceedings at general meetings**

- 10.1. The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights in respect of that meeting, including, without limitation, by facilitating physical attendance in person or by proxy and/or through facilitating remote attendance of members in person or by proxy through use of electronic means.
- 10.2. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. In particular, references in the Articles and the Companies Acts to a person attending and being present or present in person at the general meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting remotely or by electronic means, unless the Articles or the Companies Acts expressly provide to the contrary.

- 10.3 A general meeting may be held solely as a physical meeting, as a physical meeting that is also accessible remotely by electronic means or solely as an electronic meeting to the extent permitted by law.
- 10.4 Where the Trustees make arrangements to facilitate attendance at general meetings by electronic or remote means:
- (a) the Trustees shall ensure that the notice of the meeting includes a description of the means by which they intend to facilitate such attendance and details of the primary place (if any) where individuals are invited to physically attend the meeting (if any); and
  - (b) the Trustees and/or the chair of the meeting may:
    - (i) determine how individuals present at the meeting may submit comments and questions to the meeting;
    - (ii) determine how votes may be cast; and,
    - (iii) withdraw the scope for attending the meeting by remote or electronic means, or change the means of attending remotely, in order to facilitate the effective conduct of the meeting, including without limitation in the case of security concerns or technological failure.
  - (c) Article 8.3 shall be subject to Articles 10.1 to 10.5 inclusive.

The right of any person to attend a meeting remotely shall be subject to these arrangements.

- 10.5. If a quorum is not present within half an hour from the time appointed for the meeting or, if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Trustees may determine.
- 10.6. The chairperson of the Trustees, or in his or her absence some other Trustee nominated by the Trustees, shall preside as chairperson of the meeting. If, within thirty (30) minutes after the time appointed for holding the meeting, only one Trustee is present and willing to act, he or she shall be chairperson.
- 10.7. If no Trustee is willing to act as chairperson, or if no Trustee is present within thirty (30) minutes after the time appointed for holding the meeting, the Members present in person or by Proxy and entitled to vote shall choose one of their number to be chairperson.
- 10.8. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 10.9. A resolution put to the vote of a meeting shall be decided on a show of hands of the Members present in person or by Proxy and entitled to vote unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A resolution

will require a simple majority, or in the case of a special resolution, a minimum majority of seventy-five percent (75%). Subject to the provisions of the Companies Acts, a poll may be demanded:

10.9.1. by the chairperson; or

10.9.2. by at least five (5) Members present in person or by Proxy having the right to vote at the meeting or ten percent (10%) of those Members having the right to vote at the meeting.

10.10. Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried or not carried, and an entry to that effect made in the minutes of the meeting, shall be conclusive evidence of the fact.

10.11. The demand for a poll may be withdrawn by all those demanding it, but only with the consent of the chairperson.

10.12. A poll shall be taken as the chairperson directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

10.13. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he or she may have.

10.14. If the Trustees by notice to Members convening the meeting so decide, a set of standing orders governing the detailed proceedings of meetings, including for example the process for debating motions, will be published by the Trustees.

## **11. Votes of Members**

11.1. Subject to Article 10.13 every Individual Member shall have one (1) vote and every Affiliated Organisation shall have two (2) votes. (For the avoidance of doubt, Honorary Members shall not have a vote).

11.2. Votes on a resolution may be given either in person or by Proxy, including without limitation by using appropriate electronic or remote means as determined by the Trustees, both on a show of hands and on a poll.

11.3. No Individual Member or Affiliated Organisation shall be entitled to vote at any general meeting unless all monies payable to the Company have been paid.

11.4. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

11.5. Subject to the limitations of Article 11.1, above, any Affiliated Organisation may authorise a person or persons to represent it at any meeting of the Company and to vote on its behalf in accordance with Article 3.3.

## **12. Proxy Votes**

- 12.1. The instrument appointing a Proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or authenticated in such manner as the Trustees may determine.
- 12.2. The instrument appointing a Proxy and the power of attorney or other authority, if any, under which it is signed or authenticated or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll. If the preceding requirements of this Article are not complied with, the instrument appointing the Proxy shall not be treated as valid.
- 12.3. An instrument appointing a Proxy shall be in the following form or a form as near thereto as circumstances admit: -

“I/we,

of

being a member/members of the above-named Company, hereby appoint

of

or failing

of

as my/our proxy to vote for me/us on my/our behalf at the Annual or Extraordinary as the case may be) General Meeting of the Company to be held on 20  
, and at any adjournment thereof.

Signed or authenticated this                      day of                      20 “.

- 12.4. The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a poll and may include words requiring a Proxy to vote in favour of or against a resolution.
- 12.5. A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the Proxy or of the authority under which the Proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the Proxy is used.

### **13. Trustees**

- 13.1. The number of Trustees, acting collectively as the Council of Management, shall be not less than three (3) and not more than twelve (12) (unless otherwise determined by ordinary resolution).
- 13.2. No person who is not an Individual Member shall be entitled to hold office as a Trustee.

#### **14. Powers of Trustees**

- 14.1. The Trustees shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 14.2. No alteration of the articles or any special resolution shall have retrospective or retroactive effect to invalidate any prior act of the Trustees.
- 14.3. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

#### **15. Appointment and retirement of Trustees**

- 15.1. Subject to the provisions of Article 15.8, the appointment of Trustees shall take place at the annual general meeting of the Company.
- 15.2. Trustees shall serve for a fixed term of three (3) years and, if otherwise eligible, may be reappointed for a further term.
- 15.3. No Trustee may serve more than two (2) terms consecutively without a break of at least one (1) year.
- 15.4. No paid employee or worker of the Company as defined in section 230 of the Employment Rights Act 1996 shall be eligible to hold office as a Trustee until at least one (1) year has elapsed between cessation of such employment and the annual general meeting at which appointment would take effect.
- 15.5. No person shall be appointed or reappointed a Trustee at any general meeting unless notice received prior to such date or deadline as may be notified to the membership by the Trustees from time to time and executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment, stating the particulars that, if he or she were appointed or reappointed, would be required to be included in the Company's register of Trustees, together with a notice executed by that person of his or her willingness to be appointed or reappointed.
- 15.6. No person may be appointed or reappointed a Trustee:
  - 15.6.1 unless he or she has attained the age of 18 years; or,
  - 15.6.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified under the provisions of Article 16.
- 15.7. Not less than twenty-one (21) clear days before the day appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Company of the intention to propose that person at the meeting for appointment or reappointment as a Trustee.
- 15.8. Trustees may appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the

number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

## **16. Disqualification and removal of Trustees**

A Trustee shall cease to hold office if he or she:

- 16.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 16.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 16.3 resigns his or her office by notice to the Company (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 16.4 is removed from office by a resolution duly passed pursuant to section 168 of the Companies Acts;
- 16.5 ceases to be an Individual Member; or
- 16.6 is absent without submitting apologies and without the permission of the Trustees from all their meetings held within a period of six (6) months and the Trustees resolve that his or her office be vacated.

## **17. Trustees' expenses**

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration, save as provided for in Article 2.2.

## **18. Trustees' appointments**

- 18.1. In Emergency Circumstances and subject to the provisions of the Companies Acts and to Article 2.2, the Trustees may appoint for a limited period one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Company. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he or she ceases to be a Trustee.
- 18.2. Except to the extent permitted by Article 2.3, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.

## **19. Proceedings of Trustees**

- 19.1. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. At the request of not less than one third of the Trustees, the



Chairperson may call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

- 19.2. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than three (3) Trustees or one third of their number, whichever is the greater.
- 19.3. The Trustees may act notwithstanding any vacancies in their number but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.4. The Trustees may appoint one of their number to be the chairperson of their meetings and of the Company and may at any time remove him or her from that office. The Trustee so appointed shall preside at every meeting of Trustees at which he or she is present. But if there is no Trustee holding that office, or if the Trustee holding it is not present within fifteen (15) minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to be chairperson of the meeting. If no Trustee is willing to act as chairperson of the meeting, the meeting shall be adjourned.
- 19.5. The Trustees may appoint one or more sub-committees or working groups consisting of two (2) or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees. The Trustees may co-opt persons to sub-committees or working groups for specific purposes, it being understood that such co-options shall be for the life of the sub-committee or working group only. Co-optees will not have voting rights.
- 19.6. All acts done by a meeting of Trustees, or of a committee of Trustees shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 19.7. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 19.8. Any Trustee may participate in a meeting of Trustees or a committee of Trustees by means of a conference telephone or any other Communication by equipment which allows all persons participating in the meeting to communicate with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.

- 19.9. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Trustees and shall indicate the name of the Association.
- 19.10. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

## **20. Secretary**

Subject to the provisions of the Companies Acts, the Secretary may be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **21. Chief Executive**

The Trustees shall appoint a Chief Executive of the Company for such term, at such remuneration and upon such conditions as they may think fit, and any such Chief Executive so appointed may be removed by them.

## **22. Minutes**

The Trustees shall keep minutes in books kept for the purpose:

- 22.1. of all appointments of officers made by the Trustees; and
- 22.2. of all proceedings at meetings of the Company and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

## **23. The Seal**

If the Company has a Seal it shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

## **24. Accounts**

Accounts shall be prepared in accordance with the provisions of the Companies Acts.

## **25. Audit**

Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

## **26. Records**

- 26.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- 26.1.1 annual reports;
  - 26.1.2 annual statements of account; and
  - 26.1.3 annual returns or confirmation statements.
- 26.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

## **27. Notices**

27.1. Subject to these Articles, the Company may deliver a notice or other document to a Member:

- 27.1.1. by delivering it by hand to an address as provided in accordance with the Companies Acts;
  - 27.1.2. by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with the Companies Acts;
  - 27.1.3. by fax to a fax number notified by the Member in writing in accordance with the Companies Acts;
  - 27.1.4. in electronic form to an address notified by the Member in writing in accordance with the Companies Acts;
  - 27.1.5. by a website, the address of which shall be notified to the Member in writing in accordance with the Companies Acts; or
  - 27.1.6. by advertisement in at least two national newspapers.
- 27.2. This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

27.3. If a notice or document:

- 27.3.1. is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 27.3.2. is sent by post or other delivery service not referred to in Articles 27.3.1, 27.3.3, 27.3.4, 27.3.5 or 27.4 it is treated as being delivered:
  - 27.3.2.1. twenty-four (24) hours after it was posted, if first class post was used; or
  - 27.3.2.2. forty-eight (48) hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- 27.3.2.3. properly addressed; and
- 27.3.2.4. put into the postal system or given to delivery agents with postage or delivery paid;
  
- 27.3.3. is sent by fax, providing that the Association can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent;
- 27.3.4. is sent in electronic form, providing that the Association can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent;
- 27.3.5. is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
  
- 27.4. If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.
  
- 27.5. Notice of every general meeting shall be given in any manner authorised by these Articles to:
  - 27.5.1. every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - 27.5.2. the auditor for the time being of the Company; and,
  - 27.5.3. each Trustee.
  
- 27.6. No person other than those specified in Article 9.1 above shall be entitled to receive notices of general meetings.
  
- 27.7 A Member present at any meeting of the Company either in person or by Proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### **Indemnity**

- 28. Subject to the provisions of the Companies Act 1985, every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **Alterations**

29. Alterations to the Articles shall be made by special resolution, of which at least twenty-one (21) day notice has been given and which is passed by a majority of not less than seventy-five (75%) of the votes cast by Members as are attending in person or by Proxy at a general meeting and as are entitled to vote.