

*The Companies Act 2006*

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RESTORATIVE JUSTICE COUNCIL LIMITED

GENERAL

1. In these Articles the words standing in the first column of the table below shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>WORDS</b>	<b>MEANINGS</b>
<b>The Act</b>	the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.
<b>These Articles</b>	these Articles of Association, and the regulations of the Council from time to time in force.
<b>The Board</b>	the Board of Trustees for the time being of the Council.
<b>The Chair</b>	the chair of the Board elected in accordance with Article 78 from time-to-time.
<b>The Commission</b>	the Charity Commission for England and Wales.
<b>The Council</b>	the above-named company.
<b>Council Trustee</b>	each Trustee appointed in accordance with Article 62 from time-to-time.
<b>Objects</b>	has the meaning given to it in Article 4.
<b>The Office</b>	the registered office of the Council.
<b>Membership Trustee</b>	each Trustee appointed in accordance with Article 60 from time-to-time.
<b>Trustee</b>	each person who is a Trustee of the Council from time-to-time, including each Membership Trustee and each Council

Trustee.

**United Kingdom**

Great Britain and Northern Ireland.

**Month**

a calendar month.

**In writing**

the representation 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.

**Clear days**

in relation to a period of notice, that 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.

- (a) Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act as in force on the adoption date. Subject to the foregoing, references to any statutory provision or statute include all modifications thereto and all re enactments (with or without modification) thereof and all subordinate legislation made thereunder in each case for the time being in force, unless expressly stated otherwise.
- (b) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose.
- (c) References to any statutory provision shall include all modifications thereto.
- (d) A member is "present" at a meeting if the member (being an individual):
  - (i) attends (otherwise than by his or her or its duly appointed proxy) or if the member (being a corporation) attends by its duly authorised corporate representative; or
  - (ii) attends by his or her or its duly appointed proxy.
- (e) The *ejusdem generis* principle of construction shall not apply. Accordingly, general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words.
- (f) The headings in the Articles do not affect their interpretation or construction.
- (g) In the Articles, words importing one gender shall include each gender and a reference to a "spouse" shall include a reference to a civil partner under the Civil Partnership Act 2004
- (h) No regulations or model articles contained in any statute or subordinate legislation apply as the articles of association of the Council.

## LIABILITY OF MEMBERS

2. The liability of the members is limited.
3. Every member of the Council promises, if the Council is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £5) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Council incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## OBJECTS

4. The Council's objects ("**Objects**") are specifically restricted to the following:  
  
To promote restorative justice for the public benefit as a means of resolving conflict and promoting reconciliation by:
  - (a) promoting the use of restorative justice in the criminal justice system, in schools, in the workplace and elsewhere in the community in situations where conflict may arise;
  - (b) developing and promoting agreed standards and principles for evaluating and guiding restorative practice; and
  - (c) advancing education and research on restorative justice and the publication of the useful results of that research.

### **Definition**

Restorative justice is a process whereby

- (i) All the parties with a stake in a particular conflict or offence come together to resolve collectively how to deal with the aftermath of the conflict or offence and its implications for the future, and
- (ii) Offenders have the opportunity to acknowledge the impact of what they have done and to make reparation, and victims have the opportunity to have their harm or loss acknowledged and amends made.

## POWERS

5. The Council has the power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular, the Council has the power:
  - (a) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights and privileges, and to construct, maintain and alter buildings or erections;

- (b) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council. In exercising this power, the Council must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (c) to undertake and execute any charitable trusts which may lawfully be undertaken by the Council;
- (d) to borrow or raise funds on such terms and on such security (including charging the whole or any part of the property belonging to the Council as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation) as may be thought fit. In doing so, the Council must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations, and in particular in the case of the mortgaging of land, the Council must comply as appropriate with sections 124 to 126 of the Charities Act 2011, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (e) to:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the Council to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity or voluntary body;
- (i) to set aside income as a reserve against future expenditure;
- (j) to employ and remunerate such staff as are necessary for carrying out the work of the Council;
- (k) to employ or remunerate a Trustee only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- (l) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- (m) to pay out of the funds of the Council the costs of administering the Council both as a company and as a Council.

6. The powers set out in Article 5 shall be subject to the following:
  - (a) in case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (b) the Council's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers; and
  - (c) in case the Council shall take or hold any property subject to the jurisdictions of the Commission, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law. The Board shall be chargeable for any such property that may come into their hands and shall be responsible for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board as if no incorporation of the Council had been effected, and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division or the Commission over such Board, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

#### APPLICATION OF INCOME AND PROPERTY

7. The income and property of the Council shall be applied solely towards the promotion of the Objects, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Council, and no members of the Board shall be appointed to any office of the Council paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Council, provided that nothing in this Article 7 shall prevent any payment in good faith by the Council pursuant to Articles 8 to 20 (inclusive).
8. Nothing in Article 7 shall prevent a member, officer or servant of the Council (not being a member of the Board) receiving:
  - (a) a benefit from the Council in the capacity of a beneficiary of the Council; or
  - (b) reasonable and proper remuneration for any goods or services supplied to the Council.
9. A Trustee is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Council.
10. A Trustee may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## TRUSTEES' BENEFITS

11. No Trustee or connected person may do any of the following unless permitted pursuant to Article 12:
  - (a) buy any goods or services from the Council on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the Council;
  - (c) be employed by, or receive any remuneration from, the Council; or
  - (d) receive any other financial benefit from the Council.
12. The acts referred to in Article 11 shall be permitted in the following circumstances:
  - (a) the payment is permitted by Articles 13 to 20 (inclusive); or
  - (b) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
13. A Trustee or connected person may receive a benefit from the Council in the capacity of a beneficiary of the Council provided that a majority of the Trustees do not benefit in this way.
14. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Council where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.
15. Subject to Article 20, a Trustee or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the Trustee or connected person.
16. A Trustee or connected person may receive interest on money lent to the Council at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.
17. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Council if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
18. The Trustees may arrange for the purchase, out of the funds of the Council, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.
19. A Trustee or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

20. The Council and its Trustees may only rely upon the authority provided by Article 15 if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - (i) the Council or its Trustees (as the case may be); and
    - (ii) the Trustee or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the Council;
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
  - (c) The other Trustees are satisfied that it is in the best interests of the Council to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
  - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Council;
  - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
  - (f) The reason for their decision is recorded by the Trustees in the minute book; and
  - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 12.
21. In Articles 8 to 20 (inclusive) "Council" shall include any company in which the Council:
- (a) holds more than 50% of the shares; or
  - (b) controls more than 50% of the voting rights attached to the shares; or
  - (c) has the right to appoint one or more Trustees to the board of the company.
22. In Articles 8 to 20 (inclusive) and 83 to 87 (inclusive), "connected person" means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within Article 22(a);
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within Articles 22(a) and (b);

- (d) an institution which is controlled:
  - (i) by the Trustee or any connected person falling within Articles 22(a), (b) and (c);
  - (ii) by two or more persons falling within Article 22(d)(i), when taken together;
- (e) a body corporate in which:
  - (i) the Trustee or any connected person falling within Article 22(a), (b) or (c) has a substantial interest; or
  - (ii) two or more persons falling within Article 22(e)(i) who, when taken together, have a substantial interest.
- (f) Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 22.

#### MEMBERS

- 23. Those persons who are members on the date of adoption of these Articles and such other persons as the Board admits to membership in accordance with these Articles shall be members of the Council. No person shall be admitted as a member of the Council unless he or she or it is approved by the Board. Every person who wishes to become a member shall deliver to the Council an application for membership in such form as the Board require, duly executed by him, her or it.
- 24. The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Council to refuse the application.
- 25. The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 26. The Board must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 27. Membership is not transferable.
- 28. The Board must keep or cause to be kept a register of names and addresses of the members.

#### CLASSES OF MEMBERSHIP

- 29. The Board may establish further classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 30. The Board may not directly or indirectly alter the rights or obligations attached to a class of membership.



31. The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
32. The provisions in these Articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of members.

#### TERMINATION OF MEMBERSHIP

33. A Member may at any time withdraw from the Council by giving at least seven clear days' notice to the Council.
34. Membership is terminated if:
  - (a) the member resigns by giving at least seven days' written notice to the Council in accordance with Article 33 unless, after the resignation, there would be less than two members;
  - (b) the member dies or, if it is an organisation, ceases to exist;
  - (c) any sum due from the member to the Council is not paid in full within six months of it falling due;
  - (d) the member is removed from membership by a resolution of the Board that it is in the best interests of the Council that his or her or its 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 Board 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 Council) has been allowed to make representations to the meeting.

#### GENERAL MEETINGS

35. Unless the Council has elected by special resolution to dispense with the holding of Annual General Meetings the Council shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the previous Annual General Meeting.
36. The Board may whenever they think fit convene a General Meeting, in accordance with section 302 of the Act and General Meetings shall also be convened on such

requisition, or in default may be convened by such requisitionists, as provided by sections 303 to 305 of the Act.

37. At least fourteen clear days' notice in writing of every General Meeting specifying the place, the day and the time of meeting, and the general nature of the business to be dealt with at the General Meeting and, with reasonable prominence, each member's rights to appoint one or more proxies under section 324 of the Act, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Council.
38. With the consent of all the members having the right to attend and vote at such General Meeting, or of such proportion of them as is prescribed by the Act in the case of General Meetings other than Annual General Meetings, a General Meeting may be convened on such shorter notice than fourteen clear days as those members may think fit.
39. The accidental omission to give notice of a General Meeting or to send, supply or make available any document or notice relating to a General Meeting to, or the non-receipt of such notice, document or information by, any person entitled to receive any such notice, document or information shall not invalidate any resolution passed, or proceedings at any an General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

40. No business other than the appointment of the chair of the General Meeting shall be transacted at any General Meeting unless a quorum is present when the General Meeting proceeds to business. Save as herein otherwise provided two members present personally, by a corporate representative or by proxy shall be a quorum.
41. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.
42. The Chair (if any) shall preside as chair at every General Meeting, but if there be no such Chair, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Council who shall be present in person to preside.
43. Trustees may attend and speak at General Meetings, whether or not they are members. The chair may permit other persons who are not members or who are not otherwise entitled to exercise the rights of members in relation to meetings to attend and speak at a General Meeting.

44. The chair may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.
45. At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the General Meeting, and unless a poll be so demanded a declaration by the chair of the General Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
46. Subject to the provisions of Article 47, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
47. No poll shall be demanded on the election of a chair of a General Meeting, or on any question of adjournment.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the General Meeting shall be entitled to a second casting vote.
49. The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.
50. Subject to the provisions of the Act:
  - (a) an ordinary resolution signed in writing by a simple majority in number of the Members; and
  - (b) a special resolution signed in writing by a majority of not less than 75% in number of the Members,shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

"**Members**" for the purposes of this article means such members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives).

#### VOTES OF MEMBERS

51. Subject as hereinafter provided, every member shall have one vote.
52. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Council in respect of his or her or its membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.
53. No objection shall be raised to the qualification of any vote except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
54. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act. A proxy need not be a member.
55. The instrument appointing a proxy shall be in writing under the hand of the appointor or his or her or its attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
56. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding a General 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, and in default the instrument of proxy shall not be treated as valid after the expiration of twelve months from the date of its execution.
57. 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 the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the General Meeting at which the proxy is used.
58. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I, [ ], of [ ], a member of [ ], hereby appoint [ ], of [ ], and failing him, [ ], of [ ], as my proxy to vote for me on my behalf at the [Annual] General Meeting of the Council to be held on [ ], and at any adjournment thereof Signed on [ ]."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### BOARD OF TRUSTEES

59. With effect from the opening of business at the first Annual General Meeting immediately following the adoption of these Articles, and unless otherwise determined by a General Meeting, the number of the members of the Board shall not be less than three. At no time shall there be more than seven Membership Trustees or more than six Council Trustees. The number of Membership Trustees shall always exceed the number of Council Trustees, provided that there shall be no breach of these Articles if a casual vacancy arises among the Membership Trustees resulting in the Membership Trustees not constituting the majority on the Board lasting until such time as that vacancy has been filled pursuant to Article 61.
60. Any person who is a member of the Council or is nominated by an organisation which is a member of the Council and who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee:
- (a) by ordinary resolution at the Annual General Meeting; or
  - (b) by a decision of the Trustees in accordance with Article 61;
- each Trustee appointed pursuant to this Article 60 being a "**Membership Trustee**".
61. The Board may from time to time appoint any member of the Council or any person nominated by an organisation which is a member of the Council as a Membership Trustee to fill a casual vacancy, provided that the prescribed maximum number of Membership Trustees be not thereby exceeded. Any person so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
62. Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee by a decision of the Trustees, each Trustee appointed pursuant to this Article 62 being a "**Council Trustee**", provided that no person who has formerly served as a Council Trustee and, having offered themselves for re-election at an Annual General Meeting and has failed to be re-elected in accordance with Articles 70 and 71 may subsequently be appointed as a Council Trustee.
63. Each Trustee who is in office on the date of the adoption of these Articles shall be deemed to be a Membership Trustee.

#### POWERS OF THE BOARD

64. The business of the Council shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Council as they think fit, and may exercise all such powers of the Council, and do on behalf of the Council, such acts as may be exercised and done by the Council, and as are not by the Act or by the Articles required to be exercised or done by the Council in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Council in General Meeting; but no regulation made by the Council in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
65. The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Council, filling up vacancies in the Board, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

66. To the extent that the Council has a Secretary and subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE COMMON SEAL

67. The Council's common seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the common seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Council such signatures shall be conclusive evidence of the fact that the common seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

68. The office of a member of the Board shall be vacated:
- (a) If he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (b) If he or she becomes of unsound mind;
  - (c) In the case of a Membership Trustee:

- (i) if he or she ceases to be a member of the Council; or
  - (ii) if the organisation nominating him or her for the purposes of Article 60 gives notice in writing to the Council that such nomination has been withdrawn;
- (d) In the case of a Council Trustee, the term referred to in Article 73 expires and he or she is not re-appointed;
- (e) If by notice in writing to the Council he or she resigns his or her office;
- (f) If he or she is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re0enactment or modification of that provision);
- (g) If he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee of a Company; or
- (h) If he or she is removed from office by notice addressed to him at his or her last known address and signed by 75 per cent (rounding down) in number of the other Trustees, provided that such Trustees shall certify in such notice that all appropriate restorative processes have been attempted.

#### ROTATION OF MEMBERS OF THE BOARD

69. Each Trustee shall retire from office at the Annual General Meeting immediately following the third anniversary of his or her appointment.
70. A retiring Trustee shall, with the approval of the Board, be eligible for re-election unless the number of Membership Trustees or Council Trustees (as the case may be) following such retirement is greater than the limit set out in Article 59 in which case no retiring Membership Trustee or Council Trustee (as the case may be) shall be eligible for re-election.
71. The Council may, at the Annual General Meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Trustee shall, subject to Article 70 and if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Trustee shall have been put to the meeting and lost. A Membership Trustee being so re-elected shall remain a Membership Trustee, and a Council Trustee being so re-elected shall remain a Council Trustee.
72. No person may:
- (a) be re-elected by the Council in accordance with Articles 70 and 71, on more than two occasions; and/or
  - (b) be re-elected by the Council in accordance with Articles 70 and 71, or be appointed as a Trustee in accordance with Articles 60, 61 and 62 if, on the date of any Annual

General Meeting at which he or she would otherwise be eligible for re-election or proposed date of appointment (as relevant), he or she has held office as a Trustee (whether as a Membership Trustee, a Council Trustee or both) for a period of nine years or more, whether consecutive or non-consecutive.

73. No person not being a member of the Board retiring at a General Meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the General Meeting for which such notice is given, of his or her intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his or her willingness to be elected. The prescribed time above mentioned shall be such that, between the date when notice is served, or deemed to be served, and the day appointed for the General Meeting there shall be not less than four nor more than twenty eight intervening days.
74. The Council may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
75. In addition and without prejudice to the provisions of section 168 of the Act, the Council may by special resolution remove any Trustee before the expiration of his or her period of office, and may by ordinary resolution appoint another qualified member in his or her stead; but any person so appointed shall retain his or her office so long only as the Trustee in whose place he or she is appointed would have held the same if he or she had not been removed.

#### PROCEEDINGS OF THE BOARD

76. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
77. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon each member of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
78. The Board shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Board at which he or she shall be present, and may determine for what period he or she is to hold office. If no Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chair for that meeting.



79. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Council for the time being vested in the Board generally.
80. A Trustee is "present" at a meeting of the Board, or part of a meeting of the Board, when:
- (a) the meeting has been called and takes place in accordance with these Articles; and
  - (b) each Trustee can communicate to the others any information or opinions he has on any particular item of the business of the meeting.
81. In determining whether Trustees are "present" at a meeting of the Board, it is irrelevant where any Trustee is or how the Trustees communicate with each other.
82. If all the Trustees participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
83. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
84. The Board shall cause proper records to be kept of all written resolutions of the Board (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) shall be entered in books provided for the purpose. Any such report purporting to be signed by a Trustee or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
85. A resolution signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board of such committee duly convened and constituted.

#### CONFLICTS OF INTEREST

86. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Council or in

any transaction or arrangement entered into by the Council which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).

87. If a conflict of interests arises for a Trustee 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 Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting of the Board at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the relevant meeting of the Board; and
  - (c) the unconflicted Trustees consider it is in the interests of the Council to authorise the conflict of interests in the circumstances applying.
88. In Articles 83 and 84, 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 Trustee or to a connected person.

#### VALIDITY OF TRUSTEES' DECISIONS

89. Subject to Article 87, all acts done by a meeting of the Board, or of a committee of the Board, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the Articles to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that Trustee; and
  - (e) that Trustee being counted in the quorum;
- the decision has been made by a majority of the Trustees at a quorate meeting of the Board.
90. Article 86 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee

of Trustees if, but for Article 86, the resolution would have been void, or if the Trustee has not complied with Article 83.

#### ACCOUNTS

91. The Board shall prepare for each financial year accounts as required by the Companies Acts. The accounts shall be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
92. The Board shall keep accounting records as required by the Companies Acts.

#### ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

93. The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
  - (a) transmission of the statements of account to the Council;
  - (b) preparation of an Annual Report and its transmission to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
94. The Trustees must notify the Commission promptly of any changes to the Council's entry on the Central Register of Charities.

#### TRUSTEES' INDEMNIFICATION

95. The Council may indemnify every relevant Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Council.
96. In Article 92 a "relevant Trustee" means any Trustee or former Trustee of the Council.

#### AUDIT

97. In accordance with the provisions of the Act once at least in every year the accounts of the Council shall be examined and the correctness of the income and expenditure account and balance sheets ascertained by one or more properly qualified Auditor or Auditors.
98. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Trustees mentioned in those provisions.

#### NOTICES

99. Subject to the Articles, anything sent or supplied by or to the Council under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Council.
100. Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
101. Any notice to be given to or by any person pursuant to the Articles:
- (a) must be in writing; or
  - (b) must be given in electronic form.
102. The Council may give any notice to a member either
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her or its address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
103. A member who does not register an address with the Council or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Council.
104. A member present in person at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.
105. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
106. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
107. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

## DISSOLUTION

108. If upon winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Council, but shall be transferred either to some other institution (whether or not a member of the Council) having objects similar to the objects of the Council, or some institution (whether or not a member of the Council) the objects of which are the promotion of Council and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Council at or before the time of dissolution.