

Registered Number: 07529991

The Companies Acts 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

FORCE Cancer Charity

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**



Web: www.footanstey.com

OFFICES IN EXETER, PLYMOUTH, TAUNTON AND TRURO

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

HAVING CHARITABLE STATUS

MEMORANDUM OF ASSOCIATION

OF

FORCE Cancer Charity

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber Authentication by each subscriber

Name: Dr. Anne Hong **Signature:**

Name: Felix Medland **Signature:**

Name: Ruth Boobier **Signature:**

Name of each subscriber Authentication by each subscriber

Name: David Cantle **Signature:**

Name: Valerie Dixon **Signature:**

Name: Morley Sage **Signature:**

Dated:

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION

OF

FORCE Cancer Charity

1. The Company's name is FORCE Cancer Charity (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.

3. **INTERPRETATION**

3.1. in these Articles:

"the Act"	means the Companies Act 2006;
"the Articles"	means these Articles of Association of the Charity;
"the Board"	means the Board of Trustees of the Charity and (where appropriate) includes a Committee and the Trustees acting by written resolution;
"Board Meeting"	means a meeting of the Board;
"Business Day"	means any day other than a Saturday, Sunday or a bank holiday;
"Chairman"	means (subject to the context) either the person elected as Chairman of the Charity under Article 29 or where the Chairman of the Charity is not present or has not taken the chair at a meeting means the person

	who is chairing a Board Meeting or General Meeting at the time;
“the Charity”	means the company intended to be regulated by these Articles;
“Charity Commission”	means the Charity Commission for England and Wales;
“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;
“Committee”	means a Committee of the Board exercising powers delegated to it by the Board;
“Companies House”	means the office of the Registrar of Companies;
“General Meeting”	means a meeting of the Members;
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly;
“Member”	means a company member for the time being of the Charity who is admitted under Article 7;
“the Memorandum”	means the Memorandum of Association of the Charity;
“the Objects”	means the objects of the Charity as set out in Article 4;
“Observers”	means those persons (other than the Trustees) present under Article 31 at a Board Meeting;
“Registered Office”	means the registered office of the Charity;
“Secretary”	means the secretary of the Charity (if any) including a joint, assistant or deputy secretary;
“Trustee”	means any individual who is a Trustee of the Charity by virtue of Article 20;
“United Kingdom”	means Great Britain and Northern Ireland;

“Vice-Chairman”	means the person elected as Vice-Chairman of the Charity under Article 29;
“Year”	means a period of 12 consecutive months starting with January and ending with December

3.2. In the Articles:

- 3.2.1. terms defined in the Act are to have the same meaning;
- 3.2.2. references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 3.2.3. references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 3.2.4. references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
- 3.2.5. references to Articles are to those within the Articles;
- 3.2.6. headings are not to affect the interpretation of the Memorandum and Articles; and
- 3.2.7. terms defined in the Articles have the same meaning in the Memorandum and vice versa.

4. OBJECTS

The Charity’s objects are to relieve the need of those within Devon and the counties that border it whose lives have been affected directly or indirectly by cancer in particular, but without limitation, by:-

- 4.1. the provision of support services;
- 4.2. the provision of equipment for the diagnosis and treatment of cancer and for the improvement of patient comfort;
- 4.3. the provision of training to professionals to advance patient care or research; and
- 4.4. the promotion and funding of research into the causes and treatment of cancer and the dissemination of the results of such research.

5. POWERS

The Charity may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Memorandum or Articles in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 5.1. to acquire the undertaking, assets and liabilities of the existing unincorporated charity known as Friends of the Oncology and Radiotherapy Centre Exeter (FORCE);
- 5.2. to employ staff or engage consultants and advisers on such terms as the Board think fit and to provide pensions to staff, their relatives and dependants;
- 5.3. to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 5.4. to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interest);
- 5.5. to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 5.6. to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 1993);
- 5.7. to provide accommodation for any other charitable organisation on such terms as the Board decides (subject to the restrictions in the Charities Act 1993);

Borrowing

- 5.8. to borrow and give security for loans;

Grants and Loans

- 5.9. to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 1993);

Fund Raising

- 5.10. to raise funds, to invite and receive contributions;

Trading

- 5.11. to trade in the course of carrying out the Objects and to charge for services;

Publicity

- 5.12. to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Charity and other organisations operating in similar fields;
- 5.13. to promote or carry out research and publish the results of it;

Contracts

- 5.14. to co-operate with and enter into contracts with any person;

Bank or building society accounts

- 5.15. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Charity;

Investments

- 5.16. to:-
 - 5.16.1. deposit or invest funds;
 - 5.16.2. employ a professional fund-manager; and
 - 5.16.3. arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as trustees of a trust are permitted to do by the Trustee Act 2000;

Insurance

- 5.17. to insure the assets of the Charity to such amount and on such terms as the Trustees decide, to pay premiums out of income or capital and to use any insurance proceeds as the Trustees decide (without necessarily having to restore the asset);
- 5.18. to insure and to indemnify the Charity's employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 5.19. to take out insurance to protect the Charity and those who use the premises owned by or let or hired to the Charity;
- 5.20. to provide indemnity insurance to cover the liability of the Trustees and officers of the Charity who are not Trustees:-
 - 5.20.1. which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust

or breach of duty of which they may be guilty in relation to the Charity; and

5.20.2. to make contributions to the assets of the Charity in accordance with the provisions of Section 214 of the Insolvency Act 1986.

Provided that any such instances in the case of Article 5.20.1 shall not extend to:-

- any liability resulting from conduct which the Trustees or officers knew, or must have known, was not in the best interests of the Charity or which the Trustees or officers did not care whether it was in the best interests of the Charity or not;
- any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees or officers; and
- any liability to pay a fine

and further provided that any such insurance in the case of Article 5.20.2 shall not extend to any liability to make such a contribution where the basis of the Trustee's or officer's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

Other Organisations

5.21. to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes;

5.22. to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;

5.23. to amalgamate with any charity which has objects similar to the Objects;

5.24. to undertake and execute any charitable trusts;

5.25. to affiliate, register, subscribe to or join any organisation;

5.26. to act as agent or trustee for any organisation;

Reserves

- 5.27. to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

General

- 5.28. to pay the costs of forming the Company and of complying with all relevant registration requirements; and
- 5.29. to do anything else within the law which promotes or helps to promote the Objects.

6. APPLICATION OF FUNDS

General

- 6.1. The income and property of the Charity must be applied solely towards promoting the Object and (except to the extent authorised by this Clause 6):
- 6.1.1. no part may be paid or transferred directly or indirectly by dividend bonus or profit to a Member; and
- 6.1.2. a Trustee may not directly or indirectly receive any payment of money or benefit from the Charity.

6.2. Benefits to Members and Trustees

Notwithstanding Clause 6.1, the Charity may make the following payments or grant the following benefits to Members and Trustees:-

Out of pocket expenses

- 6.2.1. the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Trustees;
- 6.2.2. reasonable and proper out of pocket expenses to those Trustees who are engaged by the Charity as volunteers in the work of the Charity and which are actually incurred by them in carrying out their work as volunteers;

Indemnity

- 6.2.3. an indemnity in respect of any liabilities properly incurred in running the Charity in accordance with Article 34;
- 6.2.4. the benefit of indemnity insurance under Article 5.20;

Fees to companies in which Trustees have negligible interests

- 6.2.5. a payment to a Company in which a Trustee has no more than a 1% shareholding;

Interest and Rent

- 6.2.6. reasonable and proper interest on money lent by any Trustee to the Charity;
- 6.2.7. reasonable and proper rent or hiring fee for premises let or hired by any Trustee to the Charity;

Beneficiaries

- 6.2.8. benefits provided in furtherance of the Objects to Trustees who are beneficiaries of the Charity where those benefits are the same as or similar to benefits provided to other beneficiaries;

Supply of Goods and Services

- 6.2.9. payments to a Trustee or connected person for the supply of services or of goods to the Charity provided that:-
- 6.2.9.1. the amount or maximum amount of the remuneration or other sums paid to the Trustee or connected person supplying the services or goods (“**the Supplier**”) is set out in a written agreement between the Charity and the Supplier;
 - 6.2.9.2. the amount or maximum amount of the remuneration or other sums paid to the Supplier does not exceed what in the opinion of the Trustees (other than the Supplier or the Trustee with whom the Supplier is connected) is reasonable in the circumstances for the supply of the services or goods in question;
 - 6.2.9.3. the Trustees, other than the Supplier or the Trustee with whom the Supplier is connected, are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Trustee or a connected person;
 - 6.2.9.4. the Supplier and, when the Supplier is a connected person, the Trustee with whom he is connected, 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 with regard to the

supply of services or goods to the Charity or of any other matter related to such a contract or arrangement;

6.2.9.5. the Supplier or, when the Supplier is a connected person, the Trustee with whom he is connected, does not vote on any such matter and is not counted when calculating whether a quorum of Trustees is present at the meeting;

6.2.9.6. the reason for their decision is recorded by the Trustees in the minutes of their meeting; and

6.2.9.7. at no time shall a majority of the Trustees then in office be in receipt of remuneration or other sums authorised by this Article 6.2.9;

Exceptional Circumstances

6.2.10. other payments or benefits approved in writing in advance by the Charity Commission.

6.3. In Article 6.2.9 “Charity” shall include any company in which the Charity:

6.3.1. holds more than 50% of the shares; or

6.3.2. controls more than 50% of the voting rights attached to the shares; or

6.3.3. has the right to appoint one or more directors to the board of the company.

6.4. In Article 6.2.9, Articles 23 and 24 “connected person” means:

6.4.1. a child, parent, grandchild, grandparent, brother or sister of the Trustee; or

6.4.2. the spouse or civil partner of the Trustee or of any person falling within Article 6.4.1; or

6.4.3. a person carrying on business in partnership with the Trustees or with any person falling within Articles 6.4.1 or 6.4.2 above; or

6.4.4. an institution which is controlled by:-

6.4.4.1. the Trustee or any connected person falling within Articles 6.4.1, 6.4.2 or 6.4.3; or

- 6.4.4.2. two or more persons falling within Article 6.4.4.1, when taken together; or
- 6.4.5. a body corporate in which:
 - 6.4.5.1. the Trustee or any connected person falling within Articles 6.4.1, 6.4.2 or 6.4.3 has a substantial interest; or
 - 6.4.5.2. two or more persons falling within Article 6.4.5.1 who, when taken together, have a substantial interest.
- 6.5. Paragraph 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in Articles 6.3 and 6.4.
- 6.6. This Article 6 may not be amended without the prior written consent of the Charity Commission.

7. MEMBERS

- 7.1. The Members are:-
 - 7.1.1. the subscribers to the Memorandum; and
 - 7.1.2. other individuals admitted to membership of the Charity in accordance with the Articles.
- 7.2. Subject to Article 7.3 other individuals may be admitted as Members by the Board so that the membership of the Charity comprises a minimum of six and a maximum of twelve Members.
- 7.3. A person may not be admitted by the Board as a Member:
 - 7.3.1. unless he has signed a written application to become a Member in such form as the Board requires;
 - 7.3.2. for a period determined by the Board having ceased to be a Member by reason of his being removed as a Trustee under Article 21.1.5 or Article 21.1.7; or
 - 7.3.3. if he would immediately cease to be a Member or Trustee under these Articles.
- 7.4. Membership is personal and not transferable.

8. TERM OF OFFICE FOR MEMBERS

- 8.1. Subject to Article 9 the term of office for an individual admitted by the Board as a Member under Article 7.2 shall expire after five years unless the Board decides otherwise at the time of admitting the individual.

- 8.2. For the avoidance of doubt an individual whose term of office has expired in accordance with Article 8.1 shall be eligible for re-admission as a Member in accordance with Article 7.2.

9. TERMINATION OF MEMBERSHIP

- 9.1. An individual will cease to be a Member:-

- 9.1.1. on giving written notice of resignation to the Charity provided that, immediately following his resignation, the Charity would still have at least three Members; or
- 9.1.2. if he comes to the end of his period of office under Articles 8.1; or
- 9.1.3. if he ceases to be a Trustee.

10. GENERAL MEETINGS

- 10.1. The Board may call General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting. If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee may call a General Meeting.

11. NOTICE OF GENERAL MEETINGS

- 11.1. Subject to Articles 11.2 and 14.4 General Meetings must be called on at least 14 Clear Days' written notice.
- 11.2. A General Meeting may be called by shorter notice if this is agreed by at least 90% of the Members entitled to attend and vote at that meeting.
- 11.3. The notice must specify:-
- 11.3.1. the time, date and place of the General Meeting; and
- 11.3.2. the general nature of the business to be transacted.
- 11.4. Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 11.5. Notice of the General Meeting must be given to all of the Members, the Trustees, the Secretary (if any) and the Charity's auditors (if any).
- 11.6. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

12. QUORUM

- 12.1. No business may be transacted at a General Meeting unless a quorum is present.
- 12.2. The quorum for General Meetings is six Members. A Member may be present in person or by proxy. Where a number of Members have appointed a single person to act as their proxy in relation to a particular resolution in accordance with Article 17, all the Members making such appointment shall count individually towards the quorum in relation to that particular resolution.
- 12.3. A Member may be part of the quorum at a General Meeting if he can understand, comment and vote on the proceedings through the telephone, video conferencing or other communications equipment.
- 12.4. If a quorum is not present within 15 minutes from the time of the General Meeting, or a quorum ceases to be present during a General Meeting, it must be adjourned to such time and place as the Board decide.
- 12.5. If at the adjourned meeting there are again insufficient Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 12.6. Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

13. CHAIRMAN AT GENERAL MEETINGS

- 13.1. The Chairman is to chair General Meetings.
- 13.2. If there is no Chairman or the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling or unable to act, the Vice-Chair is to chair the General Meeting. If the Vice-Chair is not present or is unwilling or unable to chair the General Meeting then the Members present must choose one of their number to chair the General Meeting.

14. ADJOURNMENT OF GENERAL MEETINGS

- 14.1. The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 14.2. The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is

necessary for the business of the meeting to be properly conducted.

- 14.3. The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 14.4. It is not necessary to give notice of a General Meeting which is adjourned under Article 14.1 or 14.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 14.5. Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

15. VOTING AT GENERAL MEETINGS

- 15.1. Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 15.2. Each Member present in person or by proxy has one vote both on a show of hands and a ballot. On a show of hands the Chairman is to investigate and declare the number of proxy votes to be included in the count.
- 15.3. If there is an equality of votes on a show of hands or a ballot the Chairman is entitled to a second or casting vote.
- 15.4. An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 15.5. A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

16. BALLOTS

- 16.1. A ballot may be demanded by the Chairman, or by a requisition of the Members in accordance with the Act, before or on the declaration of the result of a show of hands.
- 16.2. A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 16.3. A demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.

- 16.4. A ballot is to be taken as the Chairman Directs. The Chairman may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 16.5. A ballot on the election of a Chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 16.6. At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

17. PROXIES

- 17.1. A Member may appoint a proxy in writing. A proxy need not be a Member. The Trustees may from time to time prescribe a form to appoint a proxy by standing orders made under Article 42. A proxy may not appoint another proxy.
- 17.2. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 17.3. A proxy will only be valid if the document appointing the proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 17.4. No document appointing a proxy will be valid for more than 12 months.
- 17.5. A vote given or ballot demanded by proxy is to be valid despite:-
 - 17.5.1. the revocation of the proxy; or
 - 17.5.2. the death or mental incapacity of the principal,unless written notice of the death, mental incapacity or revocation is received at the Charity's Registered Office, or such other address as has been communicated by the Charity to the Members, before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 17.6. A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

18. MEMBERS' WRITTEN RESOLUTIONS

- 18.1. Subject to the Act, a written resolution signed by the proportion of Members who would be required to vote in favour of the resolution if proposed at a General Meeting is as valid as if it had been passed at a General Meeting.
- 18.2. A resolution under Article 18.1 may consist of several documents in similar form each signed by one or more Members.

19. LIABILITY OF MEMBERS

- 19.1. The liability of the Members is limited to the extent provided for in Article 19.2.
- 19.2. Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Charity's debts and liabilities contracted before he 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.

20. APPOINTMENT OF TRUSTEES

- 20.1. The number of Trustees must always be the same as the number of Members.
- 20.2. The first Trustees are those named in the statement delivered to the Registrar of Companies under the Act.
- 20.3. The appointment of any person as a Trustee is to lapse if the prescribed form has not been filed at Companies House within one month of his appointment unless the Board resolves that there is good cause for the delay.
- 20.4. An individual may not be a Trustee unless he is a Member.
- 20.5. Subject to Article 20.3 each of the Members is to be a Trustee.

21. RETIREMENT AND REMOVAL OF TRUSTEES

- 21.1. A Trustee will cease to hold office if he:-
 - 21.1.1. dies;
 - 21.1.2. ceases to be a company director under the Act or is prohibited by law from being a company director or is disqualified from acting as a charity trustee under the Charities Act 1993;
 - 21.1.3. becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

- 21.1.4. is declared bankrupt or makes any arrangement or composition with his creditors;
- 21.1.5. is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a 75% majority of the Trustees present and voting that he should be removed provided that the Trustee concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Trustee;
- 21.1.6. resigns by written notice to the Charity provided that, following his resignation, the Charity would still have at least six Trustees;
- 21.1.7. is absent without, in the opinion of the Board, good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Trustees present and voting) that he should cease to be a Trustee;
- 21.1.8. ceases to be a Member.

22. DECLARATION OF TRUSTEES' INTERESTS

- 22.1. A Trustee must avoid a situation in which his interests or those interests he represents may potentially conflict with the interests of the Charity ('a conflict situation') and, for the purposes of Articles 22 and 23, a conflict situation shall include a conflict of interest and duty and a conflict of duties.
- 22.2. A Trustee who finds himself in a conflict situation must declare the nature and extent of his interest before the matter is discussed by a Board Meeting or at a Committee meeting and, if the Trustee may be directly affected by the decision of the Board or Committee in relation to that conflict situation or if the Board requires it, the Trustee must also;-
 - 22.2.1. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 22.2.2. not be counted in the quorum for that part of the meeting; and
 - 22.2.3. withdraw during the vote and have no vote on the matter.
- 22.3. Every Trustee must ensure that the Secretary has a list of:
 - 22.3.1. any other body of which he is a company director or officer;
 - 22.3.2. any firm in which he is a partner;

- 22.3.3. any public body of which he is an official or elected member;
- 22.3.4. any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;
- 22.3.5. any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares;
or
- 22.3.6. any other interest which is significant or material.

23. AUTHORISATION OF CONFLICTS OF INTERESTS

- 23.1. If the conflict situation is not authorised by virtue of any other provision in the Articles and is a conflict situation arising for a Trustee because of a duty of loyalty owed to another organisation or person, the Trustees may authorise the conflict situation and the continuing acts of a Trustee in that conflict situation, and impose conditions on authorisation as appropriate, provided that:-
 - 23.1.1. to do so is in the best interests of the Charity;
 - 23.1.2. the conflict situation does not involve the receipt of any payment or material benefit (direct or indirect) to the Trustee concerned or a connected person;
 - 23.1.3. the Trustee concerned is absent from the Board Meeting when authorisation of the conflict situation is discussed;
 - 23.1.4. the Trustee concerned does not count towards the quorum for the Board Meeting when authorisation of the conflict situation is discussed; and
 - 23.1.5. the Trustee concerned does not vote on the authorisation of the conflict situation.
- 23.2. If a Trustee finds himself in a conflict situation which has not been authorised he must cease to act in relation to matters to which the conflict situation relates, save to notify the Trustees of the conflict situation or to safeguard the interests of the Charity.

24. VALIDITY OF TRUSTEES' DECISIONS

- 24.1. Subject to Article 24.2 all acts done by a meeting of the Trustees, or of a Committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:-
 - 24.1.1. who was disqualified from holding office;
 - 24.1.2. who had previously retired or who had been obliged by the Articles to vacate office;

- 24.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
if without;
 - 24.1.4. the vote of that Trustee; and
 - 24.1.5. that Trustee being counted in the quorum;
the decision has been made by a majority of the Trustees at a quorate meeting.
- 24.2. Article 24.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a Committee if, but for Article 24.1, the resolution would have been void, or if the Trustee has not complied with Article 23.

25. FUNCTIONS OF THE BOARD

- 25.1. The Board must direct the Charity's affairs in such a way as to promote the Objects. Its functions include:
- 25.1.1. defining and ensuring compliance with the values and objectives of the Charity;
 - 25.1.2. establishing policies and plans to achieve those objectives;
 - 25.1.3. approving each year's budget and accounts before publication;
 - 25.1.4. establishing and overseeing a framework of delegation of its powers to Committees and employees under Article 30 with proper systems of control;
 - 25.1.5. monitoring the Charity's performance in relation to its plans budget controls and decisions;
 - 25.1.6. appointing (and if necessary removing) employees;
 - 25.1.7. satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 25.1.8. ensuring that appropriate advice is taken on the items listed in Articles 25.1.1 to 25.1.7 and in particular on matters of legal compliance and financial viability.

26. POWERS OF THE BOARD

- 26.1. Subject to the Act and the Articles, the business of the Charity is to be managed by the Board who may exercise all of the powers of the Charity.
- 26.2. An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

27. BOARD MEETINGS

- 27.1. Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 27.2. Board Meetings may be called by any Trustee or the Secretary (if any).
- 27.3. The Secretary (or such person appointed by the Board) must give 7 days' notice of Board Meetings to each of the Trustees but it is not necessary to give notice of a Board Meeting to a Trustee who is out of the United Kingdom.
- 27.4. A Board Meeting which is called on shorter notice than required under Article 27.3 is deemed to have been duly called if at least two Trustees certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 27.5. Matter arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 27.6, each Trustee is to have one vote.
- 27.6. If there is an equality of votes the Chairman is entitled to a second or casting vote.
- 27.7. A technical defect in the appointment of a Trustee or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

28. QUORUM FOR BOARD MEETINGS

- 28.1. The quorum for Board Meetings is six of the Trustees.
- 28.2. A Trustee may be part of the quorum at a Board Meeting if he can understand, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 28.3. The Board may act despite vacancies in its numbers but if the number of Trustees is less than six then the Board may act only to admit Members under Article 7.

- 28.4. At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Trustees present may act only to:
- 28.4.1. adjourn it to such other time and place as they decide; or
 - 28.4.2. call a General Meeting; or
 - 28.4.3. admit Members under Article 7.
- 28.5. If at the adjourned meeting there are again insufficient Trustees present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Trustees who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

29. CHAIRMAN AND VICE-CHAIRMAN

- 29.1. The Charity must have a Chairman and a Vice-Chairman who are to be elected by the Board from amongst their number and who are to hold office for such period as the Board determines.
- 29.2. The Chairman or Vice-Chairman may resign from his position at any time (without necessarily resigning as a Trustee at the same time).
- 29.3. The Chairman or Vice-Chairman may only be removed at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman or Vice-Chairman, as appropriate, must be given an opportunity to say why he should not be removed.
- 29.4. The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 29.5. If the Chairman is not present within 15 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, the Vice-Chairman is to chair the Board Meeting. If the Vice-Chairman is not present or is unwilling or unable to chair the Board Meeting then the Board must elect one of the Trustees to chair the Board Meeting.
- 29.6. For the avoidance of doubt, the Chairman or the Vice-Chairman will cease to hold office as such in the event that he ceases to be a Trustee in accordance with Article 21.

30. COMMITTEES

- 30.1. The Board may:-

- 30.1.1. establish Committees consisting of those persons whom the Board decide;
- 30.1.2. delegate to a Committee any of its powers; and
- 30.1.3. revoke a delegation at any time.
- 30.2. The members of a Committee are to be appointed by the Board but the Board may give a Committee the right to co-opt individuals to its membership. The Board is to determine the chairman of each Committee.
- 30.3. Each member of a Committee (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee.
- 30.4. The Board must determine the quorum for each Committee.
- 30.5. The Board must specify the financial limits within which a Committee may function.
- 30.6. Every Committee must report its proceedings and decisions to the Board as the Board determines.

31. OBSERVERS

- 31.1. Subject to Article 31.4, the Board may allow individuals who are not Trustees to attend Board Meetings as Observers on whatever terms the Board decides.
- 31.2. Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 31.3. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.
- 31.4. The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

32. TRUSTEES' WRITTEN RESOLUTIONS

- 32.1. A resolution in writing or in electronic form agreed by a simple majority of the Trustees entitled to receive notice of a Board Meeting and to vote upon the resolution shall be as valid as if it had been passed at a Board Meeting provided that:-
 - 32.1.1. a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
 - 32.1.2. a simple majority of the Trustees have signified their agreement to the resolution in an authenticated document or documents which are received at the

Registered Office within the period of 28 days from the date the resolution was first circulated.

- 32.2. A resolution under Article 32.1 may consist of several documents in similar form to each of which one or more of the Trustees has signified their agreement.

33. THE SECRETARY

- 33.1. A Secretary may be appointed by the Board for such a term as the Board decides.
- 33.2. A Secretary may be removed by the Board at any time.

34. INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 34.1. The Charity may indemnify any officer or employee (other than a Trustee) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 34.2. Subject to the Act the Charity may indemnify any relevant trustee of the Charity against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.
- 34.3. In this article a “relevant trustee” means any Trustee or former Trustee of the Charity.

35. BANK AND BUILDING SOCIETY ACCOUNTS

- 35.1. All bank and building society accounts must be controlled by the Board and must include the name of the Charity.
- 35.2. A cheque or order for the payment of money must be signed in accordance with the instructions of the Board.

36. EXECUTION OF DOCUMENTS

- 36.1. Unless the Trustees decide otherwise, documents which are executed as deeds must be signed by two Trustees.

37. NOTICES

- 37.1. Notices under the Articles must be in writing except notices calling Board Meetings.
- 37.2. A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

- 37.3. The Charity may give a notice to a Member, Trustee, Secretary (if any) or auditor either:
- 37.3.1. personally;
 - 37.3.2. by sending it by post in a prepaid envelope;
 - 37.3.3. by facsimile transmission;
 - 37.3.4. by leaving it at his address;
 - 37.3.5. by email; or
 - 37.3.6. by means of a website.
- 37.4. Notices under Article 37.3.2 to 37.3.5 may be sent:
- 37.4.1. to an address in the United Kingdom which that person has given to the Charity;
 - 37.4.2. to the last known home or business address of the person to be served; or
 - 37.4.3. to that person's address in the Charity's register of Members.
- 37.5. Proof that an envelope containing a notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 37.6. Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 37.7. A notice may be served on the Charity by delivering it or sending it the Charity's Registered Office or by handing it to the Secretary (if any).

38. MINUTES

- 38.1. The Trustees must keep minutes of all:
- 38.1.1. appointments of officers made by the Trustees;
 - 38.1.2. proceedings at General Meetings;
 - 38.1.3. Board Meetings and meetings of Committees including:
 - 38.1.3.1. the names of the those present at the meeting;
 - 38.1.3.2. the decisions made at the meetings; and

38.1.3.3. where appropriate the reasons for the decisions.

39. ACCOUNTS

- 39.1. In the preparation of the Charity's accounts, the accounts must comply with the provisions of the Act and the Trustees must comply with their obligations as charity trustees under the Charities Act 1993.
- 39.2. The accounting records shall be kept at the Registered Office or at such other place as the Trustees think fit, and shall always be open to inspection by the Trustees.

40. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 40.1. The Trustees must comply with the requirements of the Charities Act 1993 with regard to the:-
- 40.1.1. transmission of the statements of account to the Charity Commission; and
 - 40.1.2. preparation of an annual report and its transmission to the Charity Commission.
- 40.2. The Trustees must notify the Charity Commission promptly of any changes to the Charity's entry on the register of charities.

41. AUDIT

- 41.1. The Trustees must appoint auditors whose duties shall be regulated by the Act.

42. STANDING ORDERS

- 42.1. Subject to Article 42.3 the Board may from time to time make standing orders for the proper conduct and management of the Charity.
- 42.2. Standing orders are binding on all Members and Trustees.
- 42.3. No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

43. WINDING UP

- 43.1. At any time before, and in expectation of, the Charity's dissolution the Members may resolve that any net assets of the Charity (after all its debts and liabilities have been paid, or provision has been made for them) shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 43.1.1. directly for the Objects; or

- 43.1.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 43.1.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 43.2. Subject to any such resolution of the Members, the Trustees may at any time before and in expectation of the Charity's dissolution resolve that any net assets of the Charity (after all its debts and liabilities have been paid, or provision made for them) shall on dissolution of the Charity be applied or transferred:
 - 43.2.1. directly for the Objects; or
 - 43.2.2. by transfer to any charity or charities for purposes similar to the Objects; or
 - 43.2.3. to any charity or charities for use for particular purposes that fall within the Objects.
- 43.3. In no circumstances shall the net assets of the Charity be paid to or distributed among the Members and if no resolution is passed by the Members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Charity Commission.