

**A Company Limited by Guarantee
and not having a share capital**

The Companies Act 2006 and The Charities Act 2011

Registered Charity Number 1033626

**Articles of Association
Action4Youth**

Version 27/07/2024

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

Articles of Association
Action4Youth

1. Interpretation

1.1. In these Articles:

‘the 2006 Act’ means the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force;

‘the Companies Acts’ means the Companies Acts as defined in section 2 of the 2006 Act insofar as they apply to the Charity;

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

‘the Articles’ means the Charity’s Articles of Association;

‘the Charity’ means the company intended to be regulated by these Articles;

‘clear days’ in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

‘the Commission’ means the Charity Commissioners for England and Wales;

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form or by electronic means as defined by section 1168 of the 2006 Act;

‘the memorandum’ means the memorandum of association of the Charity;

‘officers’ includes the Trustees/Directors and a person appointed as company secretary (if any);

‘the seal’ means the common seal of the Charity if it has one;

‘secretary’ means the secretary of the Charity or any other person appointed to perform the duties formerly required of a company secretary, including a joint, assistant or deputy secretary and who may but need not be a Trustee;

‘the Trustees’ means the directors of the Charity. The directors are charity trustees as defined by Section 177 of the Charities Act 2011;

‘the Members of the Charity’ means the Trustees of the Charity who are the sole Members as defined by this Memorandum of Association;

‘affiliated members’ means non-voting organisations who pay a subscription/fee for services provided by A4Y;

‘partnership organisations’ means non-voting organisations who work with A4Y and jointly deliver activities/services to further A4Y and the partner organisations objects;

‘a natural person’ means a person who is an individual human being, as opposed to a legal person which may be a private or public organisation;

‘the United Kingdom’ means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.2. Unless the context otherwise requires, words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Act 2011 but excluding any statutory modification not in force when this constitution becomes binding on the Charity. Apart from this, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Registered Office

The Charity's registered office is to be situated in England and Wales.

3. Limited liability and guarantee

The liability of the members is limited. Every member promises, if the Charity is dissolved while he is a member, or within twelve months after he ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him towards the payment of the debts and liabilities of the Charity incurred before he 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.

4. Objects

The Charity's objects (the Objects) are:

To help and educate children and young people, through informal education and leisure time activities to develop their physical, mental and spiritual, moral and cultural capacities, to achieve their full potential, that they may grow up to full maturity as responsible individuals and members of their communities and society.

5. Powers

In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- 5.1. To raise funds.
- 5.2. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 5.3. To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117-123 of the Charities Act 2011.
- 5.4. To borrow money and to charge the whole, or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land.
- 5.5. To operate bank accounts for the purpose of receiving funds and paying bills.
- 5.6. To co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them.
- 5.7. To publish and distribute information and hold meetings, lectures and conferences.
- 5.8. To carry out the objects whether as principal or agent and whether alone or with others.
- 5.9. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- 5.10. To acquire or merge with any other charity or appropriate organisation formed for any of the Objects
 - i. **And** to acquire by purchase or otherwise and to take over all, or any part, of the property, assets, liabilities and engagements of any charity, society, association or body with which the charity is authorised to amalgamate or merge
 - ii. **Or** to transfer all, or part of the property, assets, liabilities and engagements to the Charity to any one or more of the charities, societies, associations or bodies with which the Charity is authorised to amalgamate or merge

- 5.11. To enable the Trustees to delegate any of their defined powers to specific staff within the organisation. This must be agreed by all of the Trustees and periodically reviewed. The Trustees may withdraw these powers if required.
- 5.12. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- 5.13. To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 10 and provided it complies with the conditions in that Article.
- 5.14. To:
 - i. deposit or invest funds;
 - ii. employ a professional fund-manager; and
 - iii. 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 the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.15. To provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Articles 6.1 and 6.2, but subject to the restrictions specified in Articles 6.3 and 6.4.
- 5.16. To pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.
- 5.17. To do all such other lawful things as are necessary for the achievement of the Objects;

6. Liabilities

The liabilities referred to in Article 5.15 above are:

- 6.1. Any liability that, by virtue of any rule of law, would otherwise attach to a director of a Company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity.
- 6.2. The liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 6.3. The following liabilities are excluded from Article 6.1.
 - i. fines;
 - ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - iii. liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 6.4. There is excluded from Article 6.2 any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

7. Restrictions on use of funds or assets

The income and property of the Charity shall be applied solely towards the promotion of the Objects and the Charity undertakes to reinvest any profits or surplus made from the provision of education into the furtherance or improvement of that provision.

8. Dissolution

- 8.1. The members of the Charity (the Trustees) may at any time before, and in expectation of, its dissolution resolve and proceed 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:
- i. directly for the Objects; or
 - ii. by transfer to any charity or charities for purposes similar to the Objects; or
 - iii. to any charity, or charities for purposes that fall within the Objects.
- 8.2. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution in accordance with Article 8.1 is passed by the members, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

9. Trustees

- 9.1. A Trustee must be a natural person aged between 18 years and 75 years of age.
- 9.2. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 14.
- 9.3. The number of Trustees that may be appointed to the Charity shall be between 5 and 13.
- 9.4. The first Trustees shall be the subscribers to the memorandum (being individuals) and shall be those persons notified to Companies House as the first directors of the Charity.
- 9.5. A Trustee may not appoint an alternate director/trustee or anyone to act on his behalf at meetings of the Trustees.

10. Benefits and payments to Trustees and connected persons

- 10.1. General provisions
- No charity Trustee or connected person may:
- i. buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - ii. sell goods, services, or any interest in land to the Charity;
 - iii. be employed by, or receive any remuneration from, the Charity;
 - iv. receive any other financial benefit from the Charity, unless the payment is permitted by sub-clause 10.2 of this clause, or authorised by the court or the Charity Commission ('The Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- 10.2. Scope and powers permitting Trustees' or connected persons' benefits
- i. A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
 - ii. 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 Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

- iii. Subject to sub-clause 10.3 of this clause, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person
- iv. A Trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- v. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- vi. A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

10.3. Payment for supply of goods only – controls

The Charity and its Trustees may only rely upon the authority provided by sub-clause 10.2.iii of this clause if each of the following conditions is satisfied:

- i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and 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 Charity.
- ii. 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.
- iii. The other Trustees 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 connected person. In reaching that decision, the Trustee or connected person must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
- iv. The supplier is absent from the part of any meeting at which there is a 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 charity.
- v. 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.
- vi. The reason for their decision is recorded by the Trustees in the minute book.
- vii. A majority of the Trustees then in office are not in receipt of remuneration or payments.

10.4. In sub-clauses 10.2 and 10.3 of this clause:

'the Charity' includes any company in which the Charity:

- i. holds more than 50% of the shares; or
- ii. controls more than 50% of the voting rights attached to the shares; or
- iii. has the right to appoint one or more Trustees to the board of the company.

11. Powers of Trustees

- 11.1. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 2006 Act, the Charities Act 2011, these Articles, or any special resolution.
- 11.2. No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 11.3. Any meeting of Trustees, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the Trustees.
- 11.4. The Trustees have the right to invite any person to attend their meetings or general meetings of the Charity as an observer without the power to vote.

12. The Appointment of Trustees

- 12.1. The Charity may by ordinary resolution:
 - i. appoint a person who is willing to act to be a Trustee; and
 - ii. determine the rotation in which any additional Trustees are to retire
- 12.2. No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless he is recommended for election by the Trustees
- 12.3. The Trustees may co-opt, as necessary, additional persons who are willing to be Trustees.
- 12.4. A Trustee co-opted by a resolution of the other Trustees must be reviewed and confirmed at the next general meeting by the other Trustees.
- 12.5. The appointment of a Trustee, whether by the Charity in a general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

13. Trustees' Retirement

- 13.1. At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three, or a multiple of three, the number nearest to one third must retire from office. If there is only one Trustee, he must retire.
- 13.2. Any Trustee who has attained 75 years of age will retire at the following annual general meeting and they will count in 13.1. Similarly, Trustees who have been in office for a total of nine years will retire as per 13.1. Additional Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became, or were appointed Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 13.3. If a Trustee is required to retire at an annual general meeting by a provision of these Articles, the retirement shall take effect upon the conclusion of the meeting, provided that, a Trustee retiring by rotation and being under 75 years of age may, if willing to act, offer himself for re-election for a period, provided that the total time in office would not exceed nine years. However, this limit could be extended, in exceptional circumstances, at the discretion of the Trustees.

14. Disqualification and removal of Trustees

A Trustee shall cease to hold office if he:

- 14.1. Ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director.
- 14.2. Is disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) This includes anyone holding an unspent conviction for dishonesty or deception or the aiding and abetting of these offences. Also included are those in a state of bankruptcy, subject to debt relief orders, or are disqualified from being a company director. Any individuals whom the Charity Commission had previously removed as a result of misconduct are automatically disqualified.
(The criteria for disqualification of a Trustee in 14.2 apply also to the CEO and Finance Director roles of the Charity)
- 14.3. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs.
- 14.4. Engages in inappropriate behaviour which might impact adversely on the reputation of the charity and by majority vote of the other trustees at a general meeting, is asked to resign his position.
- 14.5. Resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 14.6. Is absent without the permission of the Trustees, or without acceptable apology, from three consecutive Trustees' meetings or meetings of sub-committees held within a period of six consecutive months and the Trustees resolve that his office be vacated.
- 14.7. Is removed from office either under section 168 of the 2006 Act, or by a special resolution of the Charity, whereupon the Charity may, by a special resolution, appoint another member in his place; but provided that any such person shall hold office for the same period as the removed Trustee would have held, had he not been removed.
- 14.8. Fails to declare an interest as required by Article 17.1 below.

15. Proceedings of Trustees

- 15.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 15.2. The Trustees may call a meeting of the Trustees and the Secretary must call a meeting of the Trustees, if requested to do so by any three Trustees. It shall not be necessary to give notice to a Trustee who is absent from the United Kingdom.
- 15.3. Questions arising at a meeting shall be decided by a majority of votes.
- 15.4. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.5. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 15.6. The quorum shall be four or the number nearest to one quarter of total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 15.7. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 15.8. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- 15.9. The Trustees at the Annual General Meeting shall elect the Honorary Officers of the Charity being the Chairperson, Vice-Chairperson and Treasurer and may at any time revoke such appointments. The Chairperson shall chair all meetings unless he is unwilling to do so, or the Trustees decide otherwise.
- 15.10. If the Chair is absent from a meeting, then the Vice-Chair, if willing, will preside. If the Vice-Chair is unwilling, then a Trustee present at the meeting may be appointed as chairperson for that meeting.
- 15.11. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 15.12. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

16. Delegation

- 16.1. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- 16.2. The Trustees may impose conditions when delegating, including the conditions that:
 - i. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 16.3. The Trustees may revoke or alter a delegation.
- 16.4. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

17. Conflicts of Interest

- 17.1. A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Charity that has not been previously declared.
- 17.2. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 17.3. Where a Trustee has, or may have, an actual or potential conflict of interest under Article 17.2 above, the remaining Trustees may, by a simple majority, vote at a quorate Trustees' meeting and, under the provisions of sections 175(4) and 175(5) of the 2006 Act, authorise that Trustee to continue to act despite the conflict or potential conflict (other than a direct or indirect personal financial interest).

18. Validity of Trustees' decisions

- 18.1. Subject to Article 18.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid, notwithstanding the participation in any vote of a Trustee:
- i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- iv. the vote of that Trustee; and
- v. that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- 18.2. Article 18.1 does not permit a Trustee to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if, but for Article 18.1, the resolution would have been void, or if the Trustee has not complied with Article 17.

19. Members

- 19.1. The subscribers to the memorandum are the first members of the Charity.
19.2. Members are the Directors and Trustees
19.3. The Trustees must keep a register of names and addresses of the members

20. General meetings

- 20.1. The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
20.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
20.3. The Trustees may call a general meeting at any time.

21. Notice of general meetings

- 21.1. The minimum period of notice required to hold a general meeting of the Charity is fourteen days unless a special resolution is to be considered, in which case the notice period is 21 days.
21.2. A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members (the Trustees) who are entitled to attend and vote.
21.3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
21.4. The notice must be given to all of the Trustees.
21.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

22. Proceedings at general meetings

- 22.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
22.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
22.3. No business shall be transacted at any general meeting unless a quorum is present.

- 22.4. A quorum is 4 members present in person and entitled to vote upon the business to be conducted at the meeting.
- 22.5. If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the person in the chair shall determine or by resolution.
- 22.6. The person in the chair must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting, stating the date, time and place of the meeting.
- 22.7. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

23. Voting at general meetings

- 23.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - i. by the person chairing the meeting, or,
 - ii. by at least two members having the right to vote at the meeting, or
 - iii. the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 23.2. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 23.3. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 23.4. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 23.5. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 23.6. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 23.7. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 23.8. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 23.9. The poll must be taken within thirty days after it has been demanded.
- 23.10. If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 23.11. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

24. Seal

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

25. Minutes

The Trustees must keep (and where required, preserve for at least 10 years) minutes of all:

- i. appointments of officers made by the Trustees;
- ii. proceedings at meetings of the Charity;
- iii. meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

26. Accounts and Social Audit

26.1. The Trustees must prepare for each financial year accounts as required by the 2006 Act and the Charities Act 2011. The accounts must 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.

26.2. The Trustees must keep accounting records as required by the Companies Acts.

26.3. A social audit of the Charity's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from the financial accounts alone.

- i. Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor;
- ii. A social audit may include an assessment of the internal democracy and decision-making of the Charity; the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located.

27. Annual Report and Return and Register of Charities

27.1. The Trustees must comply with the requirements of the Charities Act 2011 with regard to:

- i. the transmission of the statements of account to the Charity;
- ii. the preparation of an annual report and its transmission to the Commission;
- iii. the preparation of an annual return and its transmission to the Commission.

27.2. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

28. Notices

- 28.1. Any notice to be given to or by any person pursuant to the Articles:
 - i. must be in writing; or
 - ii. must be given using electronic communications.
- 28.2. The Charity may give any notice to a member (Trustees/Directors) either:
 - i. personally; or
 - ii. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - iii. by leaving it at the address of the member; or
 - iv. by giving it using electronic communications to the member's address.
- 28.3. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 28.4. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 28.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 28.6. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 28.7. A notice shall be deemed to be given:
 - i. 48 hours after the envelope containing it was posted; or
 - ii. in the case of an electronic communication, 48 hours after it was sent.

29. Indemnity

The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity 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 Charity.

30. Rules

- 30.1. The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 30.2. The bye laws may regulate the following matters but are not restricted to them:
 - i. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - ii. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - iii. the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
 - iv. generally, all such matters as are commonly the subject matter of company rules.
- 30.3. The Charity in general meeting has the power to alter, add to, or repeal the rules or bye laws.
- 30.4. The rules or bye laws, shall be binding on all members (Trustees/Directors) of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

31. Amendments

- 31.1. No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 8 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Trustees or persons connected with them, unless the same have been previously submitted to and approved by the Commission.
- 31.2. No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members (Trustees/Directors).



David Teasdale Chair
27/07/2024