

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**DEVON MIND**

(Adopted by Special Resolution dated 6 June 2018)

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1. The name of the company (hereinafter called “the Charity) is “Devon Mind”
2. The registered office of the Charity will be situate in England
3. The objects (“the Objects”) for which the Charity is established are –
  - 3.1 To promote the preservation of mental health and to assist in relieving and rehabilitating persons suffering from mental disorders or conditions of emotional distress requiring advice and treatment, in association with Mind (National Association for Mental Health) (“Mind (NAMH)”) in accordance with the aims and objectives of Mind (NAMH)
  - 3.2 To promote the study of and research into mental health disorder and emotional or mental distress and to obtain and make records of and disseminate information concerning the same to educate the public in matters relating to mental health

**4. GUARANTEE**

Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he/she is a member or within one year after he/she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding one pound

**5. POWERS**

The Charity shall have the following powers exercisable in furtherance of its Objects but not otherwise, namely-

- 5.1 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Objects and to

construct, maintain and alter any buildings or erections necessary or convenient to the work of the Charity

- 5.2 Subject to such consents as may be required by law, to sell, exchange, let, mortgage, charge grant or create security over, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Charity
- 5.3 Subject to such consents as may be required by law, to borrow and raise money and secure or discharge any debt or obligation of the Charity in such manner as may be thought fit and in particular by mortgages of, or charges upon, or securities over the undertaking, and all or any of the real or personal property or assets (present or future) of the Charity or by the creation or issue of debentures, debenture stock or other obligations or securities of any description
- 5.4 To raise funds and organise appeals and invite and receive contributions from any person whatsoever by way of subscription (whether or not under deed of covenant), donation or otherwise, and whether or not subject to any special trusts or conditions, provided the Charity shall not undertake any permanent trading activities in raising funds, the profits of which are liable to tax, otherwise than for carrying out the Objects
- 5.5 To set aside funds for special purposes or as reserves against future expenditure
- 5.6 To invest the monies of the Charity not immediately required its purposes in or upon such investments, securities or property as may be thought fit and to vary the investments in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law
- 5.7 To delegate the management of investments to a financial expert, but only on terms that –
  - 5.7.1 The investment policy is set down in writing for the financial expert by the trustees
  - 5.7.2 Every transaction is reported promptly to the trustees
  - 5.7.3 The performance of the investment is reviewed regularly with the trustees
  - 5.7.4 The trustees are entitled to cancel the delegation arrangement at any time
  - 5.7.5 The investment policy and the delegation arrangement are reviewed at least once a year
  - 5.7.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt

5.7.7 The financial expert must not do anything outside the powers of the trustees

- 5.8 To arrange for investments or other property or assets of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 5.9 To promote the formation of any bodies or organisations and to assist, the Objects financially (including without limitation, by giving grants or making loans) or otherwise, or enter into any arrangements with any bodies or persons in the furtherance of the Objects
- 5.10 To encourage groups of persons to form branches, friends groups or other voluntary groups and provide an organisation within which they should conduct their business which must be for, or conducive to the Objects and at its discretions to dissolve any such branches, friends groups or other voluntary groups or dissociate them from the Charity. Each branch, friends group or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the trustees
- 5.11 To establish, support, act as trustees of or aid in the establishment and support of any charitable associations, institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the Objects or which shall further the Charity's interest or any of them
- 5.12 To carry on, assist or promote the establishment, support, provision and maintenance of clinics, schools, homes, hostels, places for observations or boarding out of patients, institutions, workshops, libraries and other places in connection with furtherance of the Objects, or any of them, and to provide services at or in connection with such places, either gratuitously or otherwise
- 5.13 To employ staff and to make provision of the payment of pensions and superannuation to or on behalf of employees and former employees of the Charity and their spouses, civil partners, widows, widowers and other dependents and to provide life, health, accident and other insurances and benefits (financial or otherwise) to or for the benefit of any of them
- 5.14 To provide indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them, or any one of them, in respect of any negligence, default, breach of trust or breach of duty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees, or trustee concerned, knew to be a breach of trust or breach of duty or which was committed by the trustees or trustee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal

prosecution brought against the trustees, or any trustee, in their capacity as trustees, or a trustee, of the Charity

- 5.15 To insure the property and assets of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity when required
- 5.16 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them
- 5.17 To subscribe to, support, affiliate, become a member of, transfer all or any of the Charity's property to, amalgamate with or co-operate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not or whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly, or in part, similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on the Charity
- 5.18 To purchase or otherwise acquire and undertake all or such part of the profits, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity or any one or more of the charitable organisations, institutions, societies or bodies having objects all altogether or in part similar to the Objects
- 5.19 To use any form of media and communication including but not limited to printing and publishing any newspaper, periodicals, books articles or leaflets, using film, television, video and the internet
- 5.20 To draw, make accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts
- 5.21 To undertake or support research in furtherance of the Objects and to publish the useful results of such research
- 5.22 In so far as permitted by law, to give all kinds of indemnities and to guarantee the performance of the obligations and liabilities of any person in each case either with or without the Charity receiving any consideration or advantage
- 5.23 To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses
- 5.24 To provide financial assistance, to make grants or loans of money, to give guarantees and donations to and to provide equipment and apparatus
- 5.25 To make applications for consent under bye-laws or regulations and other like applications
- 5.26 To pay out of the funds of the Charity the costs, charges and expenses of, and incidental to, the formation and registration of the Charity
- 5.27 To enter into contracts and provide services to or on behalf of other bodies

- 5.28 To establish or acquire subsidiary companies to assist or act as agents for the Charity
- 5.29 To provide for the welfare of employees or ex-employees of the Charity or their dependents, by grants of money or pensions or by the establishment or support of associations, institutions, funds or trusts or otherwise, and to make payments towards insurance
- 5.30 To do all such other lawful and charitable things as shall further the attainment of the Objects

## 6. **USE OF INCOME AND PROPERTY**

The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth by the Charity provided that this article shall not prevent any payment in good faith by the Charity:

- 6.1.1 Of reasonable and proper remuneration to any member, officer or employee of the Charity (not being a trustee) for any goods or services applied to the Charity and of travelling expenses necessarily incurred in carrying out the duties of officer or employee of the Charity
- 6.1.2 Of interest at a reasonable rate on money lent by any member or trustee
- 6.1.3 Of reasonable and proper rent or hiring fee for premises let or hired to the Charity by any member or trustee
- 6.1.4 Of fees, remuneration or other benefit, in money, or money's worth, to a company of which a trustee may be a member holding not more than one percent part of the issued share capital of that company
- 6.1.5 To any trustee of reasonable out-of-pocket expenses
- 6.1.6 Of an indemnity to any trustee in respect of any liabilities properly incurred in running the Charity in accordance with Article 26
- 6.1.7 Of the payment of remuneration to a trustee for services under a contract with the Charity as authorised by article 6.2
- 6.1.8 Of the payment of any premium in respect of any indemnity insurance to cover the liabilities of trustees as permitted under articles 5.14, and 26
- 6.1.9 Of the payment to any member or trustee of charitable benefits in furtherance of the Objects, and
- 6.1.10 In exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance)

- 6.2 A trustee may not be an employee of the Charity, but a trustee or connected person ('connected person' shall be as defined in section 118 of the Charities Act 2011 for the purpose of these articles of association ("Articles")) may enter into a contract with the Charity to supply services or goods to the Charity in return for payment or other material benefit if
- 6.2.1 The services or goods are actually required by the Charity
  - 6.2.2 The nature and level of the payment or benefit is no more than is reasonable in relation to the value of the goods or services and recorded in an agreement in writing
  - 6.2.3 The number of trustees who are interested in in any such contract in any financial year of the Charity is in the minority, and
  - 6.2.4 Before entering in such a contract, the trustees have decided that they are satisfied that it would be in the best interests of the Charity, and likely to promote the success of the Charity, for the goods or services to be provided by the relevant person (as opposed to being provided by someone who is not a trustee or connected person) to, or on behalf of, the Charity for the amount or maximum amount of benefit or payment

## 7. **CONFLICTS OF INTEREST**

- 7.1 To the extent required by law every trustee must disclose to the Charity all matters all matters in which he/she or a connected person has an interest which could, directly or indirectly, conflict with the interests of the charity
- 7.2 To the extent required by law every trustee is obliged to avoid situations in which he/she has (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a trustee is unable to avoid such a situation, this obligation is not infringed
- 7.2.1 The situation could not reasonably be regarded as likely to give rise to a conflict of interest, or
  - 7.2.2 The matter has been proposed and authorised by the trustees in the manner set out in Article 7.3
- 7.3 A matter proposed to the trustees, in relation to which a trustee(s) is/are conflicted, may only be authorised by the trustees where
- 7.3.1 Subject to Article 7.4, any requirements as to the quorum at the board meeting at which the matter is considered is met without counting the trustee(s) in question
  - 7.3.2 The matter is authorised without the trustee(s) in question voting on the matter (or would have been agreed to had their vote not been counted), and
  - 7.3.3 The trustee(s) in question is absent from the board meeting for that item unless expressly invited to remain to provide information

- 7.4 Where there insufficient eligible trustees to form a quorum at a board meeting (or part of it) the eligible trustees present shall be deemed to form a quorum for the purposes of authorising the matters proposed to them under Article 7.2.2 provided that
- 7.4.1 They are satisfied that the trustee(s) in question will not receive any direct or indirect benefitted other than one permitted by these Articles, and
  - 7.4.2 The total number of trustees at the board meeting is equal to or higher than the usual quorum for the board, notwithstanding that some trustees may or not be eligible trustees
- 7.5 Subject to Article 7.6, where a trustee or connected person has a direct or indirect interest in any proposed transaction or agreement with the Charity, the trustee must
- 7.5.1 Declare the nature and extent of that interest either at a board meeting or by written notice before the Charity enters into the transaction or arrangement
  - 7.5.2 To be absent from the board meeting for that item except expressly invited to remain in order to provide information
  - 7.5.3 Not be counted in the quorum for that part of the board meeting, and
  - 7.5.4 Be absent during any vote and have no vote on the matter (whether in a board meeting or by written resolution)
- 7.6 Notwithstanding Article 7.5, a trustee who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the board meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within Article 7.7 (“a permitted cause”)
- 7.7. This Article applies when a trustee’s interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to conflict of interest, or the trustee’s conflict of interest arises from any of the following permitted clauses
- 7.7.1 Where the proposed transaction or arrangement is one which applies to the trustee(s) in question in common with other third parties and there is no benefit to the trustee(s) in question over and above that afforded to such third parties
  - 7.7.2 Any transaction or arrangement with a charity of which a trustee is a charity trustee or with which he or she is otherwise connected and which is in furtherance of the Objects and which does not confer a personal benefit on the trustee, and
  - 7.7.3 Any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Charity (or the Charity and other charities) and which a trustee does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the trustee, and

7.7.4 Where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest

7.8 Subject to Article 7.9, if a question arises at a board meeting as to the right of a trustee to participate in the board meeting (or part of the board meeting) for voting or quorum purposes, the question may, before the conclusion of the board meeting, be referred to the chair whose ruling in relation to any trustee other than the chair be final and conclusive

7.9 If any question as to the right to participate in the board meeting (or part of the board meeting) should arise in respect of the chair, the question is to be decided by a decision of the trustees at that board meeting, for which purpose the chair shall not be counted as participating in the board meeting (or that part of the board meeting) for voting or quorum purposes

## **8 MEMBERS' LIMITATION OF LIABILITY**

The liability of members is limited

## **9 MEMBERS**

9.1 Members shall automatically be the persons appointed from time to time as the trustees

9.2 A member shall cease to be a member automatically upon ceasing to be a trustee

9.3 The trustees may from time to time establish other categories of non-voting membership, including informal or supporter membership and associate membership, and may set out the rights and duties of such members (and may vary or revoke such rights and duties from time to time) and may from time to time require the payment of a subscription fee provided always that any other references in these Articles to "members" and "membership" do not apply to such non-voting members, and such non-voting members do not qualify as members of the Charity for any purpose under the Companies Act 2006 or the Charities Act 2011 as amended or re-enacted from time to time

## **10 ANNUAL GENERAL MEETING**

The Charity may in any year hold an annual general meeting in addition to any other members' meetings in that year. Any annual general meeting shall be held at such time and place as the trustees shall appoint. All members' meetings other than the annual general meetings shall be called general meetings. Articles 11 and 12 shall apply to annual general meetings as they apply to general meetings

## **11 GENERAL MEETINGS**

11.1 The trustees, or the chair, may whenever they or he thinks fit call general meetings in accordance with the Companies Act 2006 as amended or re-enacted from time to time ("the Companies Act")

11.2 Notice of general meetings shall be given, and general meetings shall be held, in accordance with the Companies Act



- 11.3 No business shall be transacted at any general meeting unless a quorum of members is present. One third of the members subject to a minimum of three members present in person or by proxy shall be a quorum
- 11.4 Any members can take part in a general meeting or committee meeting by way of
- 11.4.1 Video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting, or
- 11.4.2 A series of video conferences or telephone calls from the chair
- 11.5 Taking part in this way will be treated as being present at the meeting. A meeting that takes place by a series of video conferences or telephone calls from the chair will be treated as taking place where the chair is. Otherwise, meetings will be considered as taking place where the largest group of participants are or, if there is no such group, where the chair is unless trustees decide otherwise
- 11.6 A resolution put the vote of the meeting shall be decided on a show of hands unless a poll is demanded in accordance with the Companies Act
- 11.7 A declaration by the chair that a resolution has been passed shall be conclusive of the fact without proof of the number or proportion of votes recorded in favour or against such resolution

## **12 GENERAL MEETINGS – VOTING**

- 12.1 At a general meeting every member shall have one vote (whether on a show of hands or a poll) to be cast by the member either personally or by proxy
- 12.2 No objection shall be raised to the qualification of the voter except at the general meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive
- 12.3 Every member shall be entitled to appoint another person as their proxy in accordance with the Companies Act. A proxy does not need to be a member
- 12.4 Proxies may only be validly appointed by notice in writing (a “proxy notice”) which states the name and address of the member appointing the proxy, identifies the person appointed as proxy and the general meeting in relation to which he/she is appointed, is signed on behalf of the member and is delivered to the Charity in accordance with these Articles
- 12.5 The trustees may require the notices to be delivered in a particular form
- 12.6 Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolution
- 12.7 Unless a proxy notice indicates otherwise, it must treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the general meeting and appointing that person as proxy in relation

to any adjournment of the general meeting to which it relates as well as the meeting itself

12.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned meeting to which it relates

12.9 An appointment under a proxy notice may be revoked by delivering the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given

12.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointers behalf

### **13 WRITTEN RESOLUTIONS OF MEMBERS**

13.1 Except in the case of a resolution to remove a trustee or an auditor before the end of their term, a resolution in writing is as effective as a resolution actually passed at a general meeting duly convened and held provided that

13.1.1 In the case of a special resolution, it is stated on the resolution that it is a special resolution, it is signed by at least 75% of those members entitled to receive notice of and to attend general meetings

13.1.2 In the case of an ordinary resolution, it is signed by a majority of all those members entitled to receive notice of and to attend general meetings, and

13.1.3 It complies with any other legal requirements from time to time

13.2 A resolution in writing is passed when the required majority have signified their agreement to it

### **14 TRUSTEES**

14.1 Unless otherwise determined by an ordinary resolution of the Charity, the number of trustees shall not be less than three or more than 12

14.2 The trustees shall have power at any time from time to time to appoint any person who is able and willing to do so to be a trustee subject to any maximum under Article 14.1 not being exceeded

14.3 A person shall not be entitled to act as a trustee, either on a first or any subsequent entry into office until he/she has signed a declaration of acceptance and willingness to act in accordance with the terms of these Articles

### **15 RETIREMENT OF TRUSTEES**

15.1 Each trustee shall be appointed for a three year term. At the end of each term a trustee shall retire from office but maybe re-appointed provided they remain eligible to be appointed as a trustee so as to serve up to a maximum of 9 consecutive years, unless following the ninth year he or she is re-elected for a further period of one year (which can be repeated up to a maximum of 3 years) provided that the other trustees

unanimously agree that it would be in the long term interests of the Charity for him or her to do so

- 15.2 The lengths of terms of office for the trustees on adoption of these Articles shall be determined by the trustees at the first meeting following the date of adoption of these Articles
- 15.3 If the trustees at the meeting at which a trustee retires from office do not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution of the re-appointment of the trustee is put to the meeting and lost
- 15.4 Notwithstanding anything within these Articles, the Charity may by ordinary resolution at a general meeting of which special notice has been given in accordance with the Companies Act remove any trustee before the expiration of his/her period of office

## **16 POWERS AND DUTIES OF THE TRUSTEES**

- 16.1 Subject to the conditions of the Companies Act and these Articles and to any directions given by special resolution of the Charity, the business of the Charity shall be managed by the trustees for which purpose they may exercise all the powers of the Charity. No alterations of these Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by these Articles and at a board meeting at which a quorum of trustees is present may exercise all the powers exercisable by the trustees
- 16.2 The trustees may exercise all the powers of the Charity to borrow money and to mortgage or charge, grant or take security over its undertaking, property and assets or any part of them and to give guarantees or issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Charity or any third party, but only in so far as is permitted by law
- 16.3 Subject to the provision of these Articles, the trustees may make rules with the respect to the carrying into effect all or any of the Objects or all or any of the provisions of these Articles

## **17 DISQUALIFICATION OF TRUSTEES**

- 17.1 The office of a trustee shall be vacated if:
- 17.1.1 He/she ceases to be a member
- 17.1.2 He/she dies or becomes subject to a bankruptcy order or makes any arrangement or composition with his/her creditors
- 17.1.3 He/she is a subject of a written opinion by a registered medical practitioner who is treating that trustee, addressed to the Charity, stating that that trustee has become physically or mentally incapable of acting as a trustee and may remain so for three more months

- 17.1.4 In the case of a corporate trustee, a resolution is passed or an order is made for its winding up or it is placed in liquidation, or an administrator or liquidator is appointed, or ceases to exist
- 17.1.5 By notice in writing to the Charity he/she resigns their office (but only if at least three trustees will remain in office)
- 17.1.6 He/she is disqualified from acting as a trustee under any statute or ceases to hold office by virtue of any provision of the Companies Act or is prohibited by law from holding office
- 17.1.7 He/she is disqualified in accordance with any rules, regulations or codes in force from time to time and applicable to trustees
- 17.1.8 He/she is removed by the trustees on the basis that in their reasonable opinion, his/her conduct or behaviour is detrimental to the interests of the Charity
- 17.1.9 He/she has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine, or
- 17.1.10 He/she absents themselves from board meetings during a continuous period of six months without special leave of absence from the trustees and they pass a resolution that he/she has by reason of such absence vacated office

## **18 PROCEEDINGS OF THE TRUSTEES**

- 18.1 The quorum necessary for the transaction of business of the trustees shall be one third of the trustees, subject to the minimum of three trustees. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes, the chair shall have a second or casting vote
- 18.2 Unless otherwise resolved by the trustees, the trustees shall meet at least 4 times each year
- 18.3 The trustees may from time to time elect from amongst their number a chair and vice chair and may determine for what period they are to hold office. The chair shall be entitled to preside at all board meetings and general meetings at which at which he/she shall be present. If there shall be no chair or if at any meeting he/she is unwilling to do so or not present within five minutes after the time appointed for holding the meeting, the vice chair shall act as chair of the meeting and if no vice chair is elected or if at any meeting he/she is unwilling to do so or not present within five minutes after the time appointed for holding the meeting, the trustees present shall choose one of their number to be chair of the meeting
- 18.4 A chair or a vice chair elected without any determination of the period for which he/she is to hold office shall be deemed to have been elected for a term of three years if and so long as he/she shall remain a trustee. A retiring chair and vice chair may be re-elected

- 18.5 The trustees may delegate the administration of any of their powers to individual trustees or committees of trustees and any such delegated authority must be used in accordance of any rules that the trustees impose
- 18.6 The board may co-opt any person or people who are not trustees to serve on the committee, but any such committee must have one trustee on it at all times
- 18.7 All acts and proceedings taken under such delegated authority must reported to the trustees as soon as reasonable
- 18.8 Any committee of the trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary of the transaction of business provided that always the quorum shall never be less than two members of the body concerned
- 18.9 Any of the trustees, or any committee of the trustees, can take part in a trustees meeting or committee meeting by way of
- 18.9.1 video conference or conference telephone or similar equipment designed to allow everyone to take part in the meeting, or
- 18.9.2 a series of video conferences or telephone calls from the chair
- 18.10 Taking part in this way will be treated as being present at the meeting. A meeting that takes place by a series of video conferences or telephone calls from the chair will be treated as taking place where the chair is. Otherwise, meetings will be considered as taking place where the largest group of participants are or, if there is no such group, where the chair is unless trustees decide otherwise
- 18.11 The chair or vice chair of the trustees may, and on request of two trustees shall, at any time call a meeting of the trustees
- 18.12 The trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as their quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a general meeting but not for any other purpose
- 18.13 All acts bona fide done for any meeting of the trustees, or of any committee of the trustees, or by any persons acting as a trustee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such trustee, or person acting as aforesaid, or they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote
- 18.14 The trustees shall cause proper minutes to be made for the purpose of
- 18.14.1 All appointments of officers made by the trustees
- 18.14.2 The names of trustees present at each meeting of the trustees and of any committee meetings of the trustees, and

18.14.3 All resolutions and proceedings at all meetings of the Charity and of the trustees and of committees of the trustees

18.15 Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes

## **19 SECRETARY**

19.1 A secretary may be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit and any secretary so appointed may be removed by the trustees

## **20 EXECUTION OF DOCUMENTS**

The trustees shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the trustees, or of a committee of the trustees, authorised by the trustees on their behalf. Every instrument to which the Seal shall be affixed shall be signed by a trustee and countersigned by the secretary (if any), or by a second trustee, or by some other person appointed by the trustees for that purpose. Otherwise, documents shall be executed for and on behalf of the Charity in accordance with the Companies Act

## **21 HONORARY OFFICERS**

The trustees may, at any time and from time to time, appoint any person, whether a member of the Charity or not, to be president, a vice president or patron of the Charity. Such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers

## **22 ACCOUNTS**

Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Charity, carrying on activities of the nature carried on by the Charity

## **23 ANNUAL REPORT**

The trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modifications of that Act) with regard to the preparation of any annual report and its transmission to the Charity Commission

## **24 ANNUAL RETURN**

The trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modifications of that Act) with regard to the preparation of any annual return and its transmission to the Charity Commission

## **25 NOTICES**

25.1 Subject to these Articles, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the Companies Act provides for

documents or information which are authorised or required by any provision of the Companies Act to be sent or supplied by or to the Charity

- 25.2 The only address at which a member is entitled to receive notices is the address shown in the register or an electronic address supplied for that purpose
- 25.3 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 been asked to be sent or supplied with such notices or documents for the time being
- 25.4 A trustee may agree with the Charity that notices or documents sent to that trustee in a particular way are deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours
- 25.5 Where a document is sent or supplied by the Charity by post, service or delivery shall deem to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted

## **26 INDEMNITY AND INSURANCE**

- 26.1 Subject to the provision of the Companies Act and these Articles, but without prejudice to any indemnity to which a trustee or other officer may otherwise be entitled, every trustee or other officer shall be indemnified out of the assets of the Charity against all costs and liabilities incurred by him/her defending any proceedings or investigations by any regulatory authority, whether civil or criminal, in which judgement is given in his/her favour, or he/she is acquitted, or relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity
- 26.2 To the extent permitted by law from time to time, the Charity may provide funds to every trustee or other officer to meet expenditure incurred by them in any proceedings (whether civil or criminal) brought by any party in relation to the affairs of the Charity, provided that he/she will be shall be obliged to repay such amounts no later than
- 26.2.1 If she/he is convicted in proceedings, the date when the conviction becomes final, or
- 26.2.2 If judgement is given against him/her in proceedings, the date when the judgement becomes final, or
- 26.2.3 If the court refuses to grant relief on any application under the Companies Act, the date when refusal becomes final
- 26.3 Subject to the provision of the Companies Act and these Articles, the trustees may purchase and maintain insurance at the expense of the Charity for the benefit of any trustees, or other officer of the Charity against any liability that may attach to him/her

or loss or expenditure which he/she may incur in relation to anything done or alleged to have been done or omitted to be done as a trustee or other officer

## **27 ALTERATIONS TO THESE ARTICLES**

27.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by special resolution at a general meeting or by a written special resolution

27.2 Alterations may only be made to

27.2.1 The Objects, or

27.2.2 To any clause in these Articles which directs the application of property on dissolution, or

27.2.3 To any clause in these Articles which provides the trustees (or any one of them) with any benefit

With the Charity Commission's prior written consent where this is required by law

27.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain such alterations

## **28 DISSOLUTION**

If, upon the winding-up or dissolution of the Charity, 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 (except where a member is also a charity with similar objects) but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under, or by virtue of Article 7, such charitable institution or institutions to be determined by the members, at or before the time of dissolution, or in default, by the Charity Commission. If and in so far as effect cannot be given to such provision then, such property shall be given to some other charitable object