

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of

StreetGames UK Company No 5384487
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StreetGames UK

Part A – Interpretation and objects

1. Interpretation

In these Articles:

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment of that Act for the time being in force;

“the Articles” means these Articles of Association of the Charity;

“authorised officer” means someone with authority to act on behalf of an organisation, and the making of an application for membership on behalf of an organisation shall be sufficient evidence that a person is an authorised officer of that organisation;

“the Board” means the board of directors of the Charity, comprising the Trustees and any co-opted members of the Board;

“Chairperson” or “Chair” means the person elected by the Board to chair meetings of the Charity;

“the Charity” means StreetGames UK which is the Company and Charity intended to be regulated by these articles;

“clear days” in relation to the period of a notice means that the day when the notice is given, or deemed to be given, and the day in respect of which it is given or on which it is to take effect, is excluded from the calculation of the period;

“the Company Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary (and “secretary” shall have a corresponding meaning);

“duly authorised representative” means the person appointed by a member of an organisation to act on its behalf in respect of the Charity; (“duly appointed representatives” has a corresponding meaning);

Means of Communication - 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 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

“Hybrid meeting” means a General Meeting or AGM as defined in Article 17.

“members” means individuals or organisations which have become members in accordance with article 3 (“membership” and “member organisation” have a corresponding meaning);

“Membership Book” means the record of members which shall be kept as a paper record or as a computer record;

“membership fee” means such sum as shall be determined by the Board from time to time;

“the Memorandum” means the Memorandum of Association of the Charity;

“month” means a calendar month;

“office” means the registered office of the Charity;

“Officer” means the Chair or Vice-Chair of the Charity

“organisation” and “member organisation” means any group, association, company or other body, whether incorporated or not, which is eligible to be a member of the Charity under the terms of article 3;

“remote attendance” means such attendance at a General Meeting or AGM by such means as are approved by the Board in accordance with Article 17.

“the United Kingdom” means Great Britain and Northern Ireland;

“Trustee” means a member of the Board, other than a co-opted member.

words importing the masculine gender only shall include the feminine gender;

words importing the singular number only shall include the plural number and vice versa;

words and expressions referring to writing unless the context requires otherwise include references to printing, lithography, and other methods of representing or reproducing words in a visible form;

“In writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

any reference to any act, statutory instrument or other piece of legislation shall include any modification or re-enactment of that statute.

subject to the meanings set out above, words or expressions contained in these Articles shall, unless it is obviously not the case from the context, mean the same as those words, or expressions do in the Act.

“Virtual Meeting” means a General Meeting or AGM as defined in Article 17.

2. Registered Office

The Charity's registered office will be in England.

3. Objects

The Company is established for charitable purposes only and the objects of the company are:

- (a) The promotion of community participation in recreational activities, including sport, social, cultural and artistic activities to improve the health, well-being and conditions of life of those, particularly children and young people, living mainly in areas of social and economic deprivation by the following means
 - I. The provision, development, management and funding of facilities for recreational activities.
 - II. The provision of assistance in the provision of recreational and social facilities for the public at large and/or those who, by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances have need of such facilities.
 - III. The provision of financial and other assistance, to individuals, teams, clubs, particularly children and young people, to pursue sport, and other recreational activities. Such assistance to include, but not be limited to, bursaries, help towards travel, equipment, employment, and other costs.
 - IV. The advancement of education, training and retraining, particularly, but not exclusively, among children, young people, low skilled, and unemployed people.
- (b) The promotion of community cohesion and anti-racism through sport and physical activity.
- (c) The promotion of such other charitable purposes as may from time to time be determined by the Trustees as being in fulfilment of the Charity's objects.

Throughout these Memorandum and Articles of Association 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

The area of benefit is the world ("Area of Benefit").

4(1). Powers

In order to achieve the objects set out at Clause 3 above but not for any other purposes the Charity may do the following:

- (a) Develop and support the establishment of community sport tournaments, community sports leagues, community sports clubs, community sports projects, community sports campaigns, community sports coaches, community sports leaders for sports identified in the objects clause.
- (b) Arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures, classes and other training events together with other services to promote the interests of the Beneficiaries;
- (c) Obtain and provide information, advice and assistance to and co-ordinate the activities of any organisation or organisations, whether charitable or not and whether a statutory body or not, working in the interests of the Beneficiaries, whether such organisations are members or not;
- (d) Arrange and facilitate meetings between Beneficiaries and groups or individuals with an interest in or influence on the situation of Beneficiaries;
- (e) Write or cause to be written, and print, publish, issue and circulate, whether in the form of printed written word, on tape or computer or in any other appropriate format, free of charge or for payment any reports or periodicals, books, pamphlets or leaflets, or other documents;
- (f) Promote, encourage or undertake research and experimental work followed by the publication of the results of such research;
- (g) To borrow and raise money to further the objects of the Charity in such a way and on such security as the Charity may think fit, including taking out a mortgage with any part of the property belonging to the Charity as security, making sure that it complies with sections 38 and 39 of the Charities Act 1993 if it mortgages land;
- (h) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation by public or private appeals or otherwise and to seek any form of assistance, sponsorship or grant from government, municipal, commercial or private sources or from any national or international health welfare social or organisation for or on behalf of the Charity, or any person or group of persons pursuing any objects which this company is authorised to carry on and to accept gifts of property whether subject to any special trusts or not which further the objects of the Charity,

Provided that the Charity shall not undertake any permanent trading activity in raising funds for the above mentioned charitable objects and shall comply with any relevant statutory regulations;

- (i) To invest whatever money the Charity does not require immediately to further its objects in or upon whatever investments, securities and property the directors consider appropriate, subject nevertheless to any conditions and consents required or imposed by the law;

- (j) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any building or erections which the Charity may think necessary for the promotion of its objects;
- (k) To make regulations for the proper supervision control and management of any property which may be so acquired;
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of its objects, making sure that it complies with sections 36 and 37 of the Charities Act 1993;
- (m) To insure and arrange insurance cover as appropriate for all real and personal property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as required;
- (n) Subject to clause 5 of this document to employ and pay such staff and other persons as are necessary for the furtherance of the objects of the Charity;
- (o) To insure and indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (p) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (q) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and give financial help to any charitable organisation or organisations to promote the welfare of the Beneficiaries;
- (r) To subscribe to, become a member of, amalgamate or co-operate with any other charitable organisation, institution, Company or association which has similar objects to those of the Charity;
- (s) To do all or any of the things included in this Clause 4 either alone or in conjunction with any other charitable organisation, institution, society or body with which the Charity is authorised to amalgamate;
- (t) To make any financial grant or award and to enter into any contract or arrangement for the provision to any person or body of persons of any technical financial or other assistance of any service or equipment, labour or of accommodation or any other facility;
- (u) To pay out of the fund of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity both as a company and as a charity;
- (v) To provide indemnity insurance for the Board Members or any other officer of the Charity in relation to any such liability as mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of this clause;

- (w) Incorporate wholly owned subsidiary companies for the purpose of carrying out trading activities the net profits of which shall be paid to as for the benefit of the Charity;
 - (x) To do all such other lawful things as should further the objects of the Charity;
- 4(2). The liabilities referred to in sub-clause 4(1)(v) are:
- (a) 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;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4(3). The following liabilities are excluded from sub-clause (2)(a):
- (a) fines;
 - (b) costs of unsuccessfully defencing criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Council Member or other officer;
 - (c) liabilities to the Charity that result from conduct that the Board Member 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;

There is excluded from sub-clause (2)(b) any liability to make such a contribution where the basis of the Board Member'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.

PROVIDED THAT:-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest that property in a way which the law allows and which is permitted by the said trusts;
- (ii) The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. Application 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 members of the Charity and no Board Member 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 from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) Of reasonable and proper payment for any goods or services rendered to the Charity by any member, officer or servant of the Charity who is not a member of the Board;
- (b) Of interest on money lent by any member or Board Member of the Charity at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board;
- (c) Of fees, payment or the benefit in money or money's worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the issued capital of that company;
- (d) Of reasonable and proper rent for premises demised or let by any member of the Charity or its Board;
- (e) To any member of the Charity's Board of reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

6. Limited Liability

The liability of the members is limited.

7. Winding Up

Every member of the Charity agrees to contribute whatever is required, not exceeding £1, to the Charity's assets if the Charity is wound up either,

- (a) While that person is a member; or
- (b) Within one year after that person has ceased to be a member;

for payment of the Charity's debts and liabilities which the Charity contracted to pay before the person ceased to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights the contributories agree among themselves.

8. Dissolution

If the Charity is wound up or dissolved and after all its debts and liabilities have been paid there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other company or charities having objects similar to the Objects set out in clause 3 above, the constitutions of which company or charities prevent the distribution of the income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable project.

9. Amendments

Any provision contained within these articles may be amended provided that:

- (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
- (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
- (c) no amendment may be made to clause 5 without the prior written consent of the Charity Commission;
- (d) any resolution to amend a provision of these articles is passed by not less than two thirds of the members present and voting at a general meeting.
- (e) A copy of any resolution amending these articles is sent to the Charity Commission within twenty one days of it being passed.

Part B – Rules about members of the Charity and their meetings

10. Becoming a member

- 10.1 The members of the Charity shall be the subscribers to the Memorandum and Articles of Association and such other persons or organisations as the Charity shall admit to membership in accordance with the rules of the Charity. There shall be a minimum of 2 and a maximum of 20 members.
- 10.2 Membership of the Charity shall be open to:
- (a) individuals working or living in the Area of Benefit (as defined in the Memorandum);
 - (b) associations and organisations whether corporate or unincorporated, which subscribe to the Charity's objects and pay such membership fee as the Board shall from time to time decide;
 - (c) trustees
 - (d) the Honorary President (if any) and Vice-Presidents (if any)
 - (e) such other individuals as support the objects of the Charity and the Board decides to admit to membership.
- 10.3 No member shall be admitted as a member of the Charity unless his or its application for membership is approved unanimously by the Board. The Board's decision in this respect is final.
- 10.4 An individual or authorised officer of every organisation applying for membership of the Charity shall complete an application form which shall be submitted to the Secretary together with any supporting documentation required.
- 10.5 The Board shall consider the application for membership at the next Board meeting following an application for membership. The Secretary will inform the applicant in writing of its decision as soon as practicable. Membership shall be effective from the date on which the decision to allow an organisation into membership is made.
- 10.6 The Secretary shall record the details of every member of the Charity in the membership Book.
- 10.7 In the case of a member organisation, it shall notify the Secretary of the name of its duly authorised representative or representatives. Such notification shall be supported by evidence of the duly authorised representative's or representatives' status. The person so authorised shall be entitled to exercise the same powers on behalf of the organisation which she or he represents as the organisation could exercise if it were an individual member of the Charity.
- 10.8 No duly authorised representative may act in that capacity for more than one member organisation at any one time.

11. Resigning from membership

- 11.1 Unless the members of the Board or the members in General Meeting use their powers under Article 34 to make an alternative rule, the Board has absolute discretion

to allow any member of the Charity to resign provided that the number of members is not reduced to 3 or less by a member resigning.

- 11.2 A member wishing to resign shall do so by notifying the secretary of the Charity in writing. Resignations shall be effective 14 days after receipt of a letter of resignation.

12. Termination of Membership

- 12.1 A member shall cease to be a member, if:
- (a) he dies
 - (b) it ceases to be an organisation
 - (c) the member resigns;
 - (d) in the case of a member organisation, it fails to nominate a representative within three months after becoming a member;
 - (e) in the case of a member organisation, its authorised representative fails to attend an Annual General Meeting of the Charity for two years consecutively;
 - (f) a member fails to respond to notices sent to the last known address of the member within three months of the said notice being despatched. A notice must require the member to which it is sent to confirm to the Secretary in writing whether or not it wishes to remain a member of the Charity. If there is a reasonable explanation for this failure the member shall be reinstated. The Board's decision as to what constitutes a reasonable explanation shall be final;
 - (g) the member fails to pay sums due to the Charity, including any subscription within three months of the sum falling due;
 - (h) in the case of a member organisation, its duly authorised representative carries out such actions or activities as shall in the opinion of the majority of the members of the Board bring the Charity into disrepute;
 - (i) a member, or in the case of an organisation its duly authorised representative becomes permanently incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs and (if applicable) the organisation which is so represented refuses or, for whatever reason, fails to elect an alternative representative;
 - (j) a member by word or deed contravenes the aims and objectives of the organisation in the opinion of the Board.
 - (k) in the case of those who are members by virtue of their also being trustees or holding the offices of Honorary President or Vice-President, when they cease to occupy those positions.
- 12.2 Where it is proposed to terminate membership under the provisions of clauses 12.1(c) – 12.1(j), this shall not be done until after the member, or in the case of a member organisation the duly authorised representative of the organisation has been given the opportunity to be heard by the Board, at which hearing he shall have the right to be accompanied by an individual of his choice. It is open to the Board not to terminate

membership after hearing from the duly authorised representative. Where the termination of membership is confirmed, the Secretary shall notify the decision in writing within seven days of its having been made.

- 12.3 The Board's decision to terminate membership shall be final and there shall be no right of appeal.

13. Notices to the members generally

- 13.1 Any notice to be given to or by any member or duly authorised representative under these Articles shall be in writing (including, without limitation, by electronic means such as email).
- 13.2 The Charity may give any notice to a duly authorised representative either personally, by electronic means such as email, or by sending it by post in a prepaid envelope addressed to the duly authorised representative at her or his registered address or by leaving it at that address.
- 13.3 A member which has a registered address not within the United Kingdom and which gives the Charity an address and/or email address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address or via email or other electronic means, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 13.4 In case of notices given by post, proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or 24 hours after it was sent, in the case of notices given by email or other electronic notices (provided that no notice of non-delivery or non-receipt is received by the sender).

14. Rules about notices of General Meetings of the members

- 14.1 Twenty one clear days' notice will be given of any meeting, whether an Annual General Meeting or a General Meeting, called with the intention of passing a special resolution.
- 14.2 Fourteen clear days' notice will be given of all other General Meetings but a General Meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - (b) in the case of any other meeting by a majority of those members entitled to attend and vote.
- 14.3 The notice shall be in writing and shall state the means, date, time and place of the meeting and the general nature of the business to be transacted. Such notice shall include any matter required by article 14.8 or 14.9.
- 14.4 A member present by its duly authorised representative at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 14.5 Notices calling an Annual General Meeting shall state that the meeting to which they relate is an Annual General Meeting.
- 14.6 Notice of every General Meeting shall be given in any way set out above to:-
- (a) every member except those who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - (b) every person being the insolvency practitioner or other similar officer of a member where the member but for its insolvency would have been entitled to receive notice of the meeting;
 - (c) the independent examiner or auditor for the time being of the Charity; and
 - (d) each member of the Board.
- No other person shall be entitled to receive notices of General Meetings, but it is open to the Board to invite such additional persons as it wishes to attend meetings.
- 14.7 It shall be the responsibility of a member which is an organisation to notify its duly authorised representative of the date, time and agenda of meetings.
- 14.8 If the business to be transacted at any General Meeting includes consideration of the nomination of any person for appointment as a Trustee member, then notice shall be given to everyone entitled to receive notice of the meeting of that nomination. Such notice shall give the particulars of that person which is required to be included in the Charity's register of Trustee members.

- 14.9 If the business to be transacted at any General Meeting includes consideration of the following documents, then those documents shall be sent to everyone entitled to receive notice of the meeting:
- (a) a copy of every balance sheet (including every document required by law to be annexed to a balance sheet which is to be laid before the Charity in General Meeting);
 - (b) a copy of the independent examiner's or auditor's report;
 - (c) a copy of the Board's report.
- 14.10 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 14.11 If pursuant to Article 17.1 the Board determines that a Hybrid Meeting or Virtual Meeting shall be held, the notice shall also:
- (a) include a statement to that effect;
 - (b) specify the means, or all different means, of attendance and participation thereat and any access, identification, and security arrangements;
 - (c) state how it is proposed that those attending via Remote Attendance should communicate with each other during the meeting, how they shall otherwise be able to participate in the meeting, including, where appropriate, how they will be able to vote.

15. General Meetings of members

- 15.1 The Charity shall hold an Annual General Meeting each year in addition to any other meeting in that year.
- 15.2 Not more than fifteen months shall pass between any two Annual General Meetings of the Charity.
- 15.3 The Board shall decide how, when and where an Annual General Meeting shall take place.
- 15.4 All General Meetings called for the purpose of discussing business matters of the Charity and which are not Annual General Meetings shall be called Extraordinary General Meetings.
- 15.5 The Board may call General Meetings. In addition, if 75% of the members of the Charity request that a General Meeting is called; the Board shall take immediate steps to convene a General Meeting for a date not later than four weeks after they have received the request.
- 15.6 If there are insufficient Board Members to call a General Meeting, any Trustee or any member of the Charity may call a General Meeting.

16. Proceedings at General Meetings

- 16.1 All business dealt with at an Extraordinary General Meeting or at an Annual General Meeting other than that set out at article 16.2 below, shall be deemed special.
- 16.2 The following business shall be dealt with at each Annual General Meeting of the Charity;
- (a) the consideration of the accounts and balance sheets;
 - (b) the reports of the Board and independent examiners or auditors;
 - (c) the appointment of and fixing of the payment of the independent examiners or auditors;
 - (d) the election of Trustee members subject to Article 18.

17. Virtual Meetings and Hybrid Meetings

- 17.1 The Board shall determine in relation to each General Meeting and AGM the means of attendance at and participation in the meeting, and that may include but it is not restricted to whether the meeting shall:
- (a) be held virtually only by way of electronic means to enable all those entitled to attend to do so by way of Remote Attendance only;
 - (b) be held at a physical place with arrangement made to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting by either physical attendance at the place specified in the notice or by Remote Attendance;
 - (c) only be held at a physical place by way of physical attendance at the place specified in the notice.
- 17.2 The Board may, at its absolute discretion, make whatever arrangements it considers appropriate to enable those attending a Virtual Meeting or Hybrid Meeting to exercise their rights to speak and/or vote at it. Such arrangements may, without limitation, include arrangements using telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.
- 17.3 A person is able to exercise the right to speak at a General Meeting or AGM when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 17.4 Any Virtual Meeting or Hybrid Meeting convened in accordance with these Articles shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that every reasonable effort has been made to make sure adequate facilities are available throughout the meeting to ensure that those attending the meeting by all means are able to:
- (a) participate in the business for which the meeting has been convened;
 - (b) hear all the persons who speak at the meeting; and

- (c) communicate to all other persons attending and participating in the meeting.
- 17.5 In the case of a Virtual Meeting or Hybrid Meeting the provisions of these Articles shall be treated as modified to permit such arrangements, and in particular references in these Articles to a person attending and being present, or present in person, at a General Meeting or AGM, including without limitation in relation to the quorum for the meeting, and having rights to vote at the meeting, shall be treated as including a person attending the meeting by Remote Attendance.
- 17.6 In the event of persistent technical issues during a Virtual Meeting or Hybrid Meeting, the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting.

The chair of the meeting shall ensure that there is adequate means to determine that the meeting remains quorate.

18. Quorum at General Meetings

- 18.1 No business shall be transacted at either an Annual General Meeting or a General Meeting unless a quorum is present. A quorum means one third of those or three people (whichever shall be the greater number) who are entitled to attend and vote upon the business to be transacted at a meeting.
- 18.2 If a quorum is not present within half an hour from the time at which the meeting is due to start or if during a meeting quorum ceases to be present, the meeting shall;
- (a) if called at the request of members, be dissolved;
 - (b) if called by any other means, be adjourned to the same day in the next week at the same time and place or to whatever date, time and place the Board decides;
 - (c) in the event that an adjourned meeting is not quorate the members present shall make such decision as needs to be made and their decision ratified by the next General Meeting.

19. Chair of General Meetings

- 19.1 The Chair, if any, of the Board shall act as chair of every General Meeting of the Charity. If there is no Chair, or the Chair is not willing to act or if the Chair is not present within fifteen minutes after the time at which the meeting is due to start a Vice-President shall act as chair. If there is no Vice President or the Vice-President is not willing to act or if the Vice-President is not present within fifteen minutes after the time at which the meeting is due to start Trustees present shall elect one of their number to be chair. If there is only one Trustee present and willing to act she or he will be chair.
- 19.2 If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the start time at which the meeting was due to start, the members present and entitled to vote shall choose one of their number to be chair of the meeting.

20. Adjournment of General meetings

- 20.1 The chair may, with the consent of a meeting at which a quorum is present (and shall if requested to do so by the meeting), adjourn the meeting to whatever time

and place she or he considers appropriate, provided that where a meeting is adjourned for 30 days or more, all persons entitled to attend the adjourned meeting shall receive at least seven days' notice of the adjourned meeting. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

- 20.2 In the event that a meeting is adjourned for less than 30 days, members shall not be entitled to any notice of an adjourned meeting or of the business to be discussed at the adjourned meeting.
- 20.3 Notice of the adjourned meeting shall be given to all members of the Charity.

21. Passing resolutions at General Meetings – who may vote

- 21.1 No person or organisation which is not a member of the Charity shall be entitled to vote.
- 21.2 A member of the Charity shall be entitled to attend at all General Meetings through its duly authorised representative.
- 21.3 Every member shall have one vote except that the Chair may have a second vote in the circumstances set out in Article 20.5.
- 21.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is made, and every vote not disallowed at the meeting shall be valid. Any objection made at the meeting shall be referred to the Chair whose decision shall be final and conclusive.
- 21.5 Where the votes are equal in favour of and against any resolution, whether on a show of hands or on a secret ballot, the chair shall be entitled to a second vote in addition to any other vote she or he might have.

22. Passing resolutions at General Meetings – how votes are cast

- 22.1 A resolution put to the vote of either an Annual General Meeting or an Extraordinary General Meeting shall be by a show of hands except in respect of a contested election. A contested election may be by secret ballot.
- 22.2 A declaration by the chair that a resolution has on the show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22.3 The demand for a secret ballot in a contested election may be withdrawn before the secret ballot is taken, but only with the consent of the chair. The withdrawal of a demand for a secret ballot shall not invalidate the result of a show of hands declared before the demand for the secret ballot was made.
- 22.4 A secret ballot shall be taken as the chair directs. The chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the secret ballot. The result of the secret ballot shall be deemed to be the decision of the meeting at which the secret ballot is demanded.

- 22.5 A secret ballot demanded on the election of a chair shall be taken immediately.
- 22.6 The demand for a secret ballot shall not prevent that part of the meeting to which the secret ballot does not relate continuing.
- 22.7 If a secret ballot is demanded before declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 22.8 All votes, whether by show of hands or secret ballot, shall be given personally.

23. Passing resolutions of the members avoiding meetings.

A resolution in writing and signed by all members entitled to attend and vote at General Meetings shall be as valid and effective as if that resolution had been passed at a General Meeting of the Charity duly convened and held.

Part C – Rules about the Charity’s Board and its meetings

24. The Board and becoming a Trustee

- 24.1 The Board shall consist of a minimum of three and a maximum of 12 people, each of whom shall be members or duly authorised representatives of member organisations.
- 24.2 A Trustee may serve on the Board for a number of consecutive terms, each term being no more than four years in length, up to a maximum of nine years continuous service. In the event a Trustee is subsequently appointed as the Chair following a period of service as a Trustee, that Trustee may continue to serve on the Board for the period of such appointment, subject to a maximum term of 12 years on the Board (inclusive of their term appointment). In exceptional circumstances (for example to assist succession planning), a Chair or Trustee may hold office for a further year. If a Trustee has served the maximum term of office, such Trustee must then stand down for at least four years before becoming eligible to serve again.
- 24.3 If a Trustee is required by the provisions of these Articles to retire at a meeting, the retirement shall take effect at the close of the meeting.
- 24.4 Subject to Articles 23.6 and 23.10, no person shall be a member of the Board unless he is also a member of the Charity or the duly authorised representative of a member, or becomes the duly authorised representative of a member within one month of being elected to the Board.
- 24.5 Any person who is to be appointed or elected as a Trustee must be over 18 years of age.
- 24.6 The Charity may increase or reduce the number of Trustees by ordinary resolution and may by ordinary resolution of which special notice has been given remove any Trustees before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee member.
- 24.7 If a Trustee retires or ceases to be a Trustee for any of the reasons set out in Article 25.1, as there is otherwise a vacancy for a Trustee, the members of the Charity may elect another person to fill the vacant Trustee position on the Board.
- 24.8 In the event that another person is not elected to fill a vacated place on the Board the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected unless the meeting expressly resolves not to fill such vacated office or unless a resolution for the re-election of the retiring Board member shall have been put to the meeting and lost.
- 24.9 No person shall be appointed as a Trustee of the Charity unless he is recommended by the Board or unless a voting member of the Charity has left at the registered office of the Company:
- (i) a notice in writing signed by the voting member of his intention to propose such person for election, and
 - (ii) a notice in writing signed by that person of his willingness to act.

- 24.10 In exceptional circumstances a director may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role.
- 24.11 For the avoidance of doubt, every member of the Board other than a co-opted member is a Trustee of the Company and of the Charity.

25. Termination of Board membership

- 25.1 A Trustee member shall cease to hold office if she or he:
- (a) ceases to be a Trustee because of any provision in the Act or is disqualified from acting as a Trustee of a Charity under the provisions of the Charities Acts 2006, 1993, 1992;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
 - (c) resigns his or her office by giving notice to the Secretary (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
 - (d) fails to attend three consecutive Board meetings without submitting apologies to the Secretary and the Board resolve that her or his office be vacated;
 - (e) ceases to be the duly authorised representative of a member;
 - (f) is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in the way required by the Act;
 - (g) becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
 - (h) acts in such a way as to bring the Charity into disrepute or in a way which in the opinion of the Board is against the best interests of the Charity;
 - (i) is the duly authorised representative of an organisation which ceases to exist.
- 25.2 Where it is proposed to terminate membership of the Board under the provisions of clauses 24.1(d) or (h), this shall not be done until after the member has been given the opportunity to be heard by the Board, at which hearing he shall have the right to be accompanied by an individual of his choice. It is open to the Board not to terminate membership after hearing from the Board member. Where termination of membership is confirmed, the Secretary shall notify the decision in writing within seven days of its having been made.
- 25.3 No member of the Board shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
- 25.4 In the event that a Board member shall be asked to resign, such decision shall be made by unanimous decision of the remaining members of the Board. The Board shall delegate one of its members to communicate its decision in writing to the said Board member.

25.5 In the event that a Board member is asked to resign under the provisions of Article 24.1 above, she or he shall not be able to stand for re-election for a period of four years, or such period as is determined by statute.

26. Notices to Trustees generally

- 26.1 Any notice to be given to or by any Trustee under these Articles shall be in writing (including, without limitation, by electronic means such as email) except that a notice calling a meeting of the Board need not be in writing.
- 26.2 The Charity may give any notice to a Trustee either personally by electronic means such as email or by sending it by post in a prepaid envelope addressed to the member at her or his registered address or by leaving it at that address.
- 26.3 A Trustee who or which has a registered address not within the United Kingdom and which gives the Charity an address and/or email address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall not be entitled to receive any notice from the Charity.

27. Rules about notices of Board meetings

- 27.1 A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board.
- 27.2 It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.

28. Meetings of the Board

- 28.1 The Board shall manage the Charity, subject to:
- (a) the provisions of the Act;
 - (b) the Memorandum of Articles;
 - (c) the Articles of Association, and
 - (d) any directions given by the members of the Charity passing a special resolution at a General Meeting.
- 28.2 No alterations to the Memorandum and Articles of Association and no direction given by the members passing special resolution above shall make any act done by the members of the Board before the alteration was made or the direction given invalid.
- 28.3 If these Articles of Association give the Trustees special powers, those special powers shall not override the powers given to the Board in this Article 27.
- 28.4 A meeting of the Board at which a quorum is present may exercise all the powers held by the Board.
- 28.5 In addition to all powers expressly given to the Board under these Articles of Association and without reducing their general powers under these Articles the Board shall have the following powers:
- (a) to pay the expenses incurred in promoting and registering the Charity;

- (b) to spend the funds of the Charity in such a way as they consider most beneficial provided that all expenditure is for the purpose of achieving the Charity's objects;
 - (c) to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or any third party;
 - (d) to invest in the name of the Charity whatever part of the Charity's funds they consider appropriate and to direct the sale or transfer of any part of the Charity's investments and to spend the proceeds of any sale of the Charity's investments to promote the objects of the Charity;
 - (e) to enter into contracts on behalf of the Charity and any such contract shall be signed by at least two members of the Board;
 - (f) to elect a Treasurer and a Secretary of the Charity, and may delegate to such persons such powers and authority and such duties as they shall think fit; and
 - (g) to elect an Honorary President and up to eight Vice-Presidents with voting rights at meetings of the Charity, and with such powers, duties and role as the Board shall deem appropriate. The Honorary President or Vice-President shall not, unless otherwise co-opted, be a member of the Board.
 - (h) To invite observers as appropriate to attend meetings, to speak, but not to vote.
- 28.6 The Secretary shall be appointed at whatever payment (if the Secretary is not a Trustee) and upon whatever other conditions the Board considers appropriate.
- 28.7 The Board may remove any office holder it appoints.
- 28.8 No member of the Board may occupy the salaried position of Secretary.
- 28.9 Any provisions of the Act or these Articles requiring or authorising a thing done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the Secretary.

29. Interests of Board members

- 29.1 Except to the extent permitted by clause 5, no Board member shall take or hold any interest in property belonging to the Charity or receive payment or be interested as a Board member in any other contract to which the Charity is a party.
- 29.2 A member of the Board shall not vote in respect of any contract in which he or she is interested or any matter arising as a result of that contract. If she or he does vote, the vote shall not be counted.
- 29.3 A member of the Board nominated shall not vote in connection with any matter in which the member's nominating body has an interest or in which the organisation of which she or he is a duly authorised representative has an interest and shall absent themselves from that part of any Board meeting in which such matter is discussed.

30. Quorum at Board meetings

The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than three.

31. Chair of Board meetings

- 31.1 The Board may appoint one of their number to be the chair of their meetings and may at any time remove him from that office. Unless she or he is unwilling to do so, the Trustee appointed as chair shall preside at every meeting of the Board at which she or he is present.
- 31.2 If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time at which the meeting was due to start the Board present may appoint one of their number to be chair of the meeting.

32. Passing resolutions at Board meetings

- 32.1 Questions arising at a meeting shall be decided by a majority of votes. Where the votes for and against a resolution are equal, the chair shall have a second or casting vote.
- 32.2 The Board may act even if there are vacancies on the Board.
- 32.3 All acts done by the Board shall, even if it is discovered after the meeting that there was a defect in the appointment of any Board member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been correctly appointed and was qualified and had continued to be a Board member and had been entitled to vote.

33. Sub-Committees

- 33.1 The Board may set up one or more sub-Committees consisting of whichever members they consider appropriate.
- 33.2 In exceptional circumstances a member may be co-opted onto a Committee if this is necessary to ensure that the Committee has the skills and/or experience necessary to fulfil its role.
- 33.3 All acts and proceedings of any sub-Committees shall be fully and promptly reported to the Board and shall be subject to any rules and regulations made by the Board.
- 33.4 A sub-Committee shall have power to spend such money on behalf of the Charity as the Board shall decide from time to time.
- 33.5 A sub-Committee may meet and adjourn as it thinks appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there are equal votes, for and against a proposal, the chair shall have the casting vote.

34. Passing resolutions of the Board avoiding meetings

A resolution in writing, signed and unanimously approved by all Board members entitled to receive notice of a meeting of the Board or sub-Committee meeting shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a sub-Committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board.

Part D – Financial and Miscellaneous provisions

35. Bank Accounts

- 35.1 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall clearly state the name of the Charity.
- 35.2 All cheques and orders for the payment of money from any bank account of the Charity shall be signed by at least two authorised signatories.

36. Accounts

The Board shall prepare for each financial year Accounts as required by section 226 (or, if applicable, section 227) of the Act. 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.

37. Annual Report

The Board shall comply with their obligations under the charities Act 1993 with regard to the preparation of an annual report and sending it to the Charity Commissioners.

38. Annual Return

The Board shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and sending it to the Charity Commissioners.

39. Accounting records

- 39.1 The Charity must keep accounting records as required by sections 221 and 222 of the Act.
- 39.2 The accounting records shall be kept at the registered office of the Charity or, subject to Sections 12(6) and (7) of the Companies Act 1976, at such other place or places as the Board thinks appropriate.
- 39.3 The accounting records shall always be open to the inspection of the members of the Charity.
- 39.4 The Board shall determine where and when and under what conditions or regulations the accounts and books of the Charity shall be open to the inspection of members not being members of the Board.

40. The Charity Commission

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

41. Indemnity

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

42. Rules

- 42.1 The Board may make such rules or bye laws as it considers necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- (a) the Charity and classification of members of the Charity and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members in relation to one another, and to the Charity's servants;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at particular time or times or for any particular purpose or purposes;
 - (d) the procedure at General Meetings and meetings of the Board and Committees of the Board in so far as such procedures is not regulated by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- 42.2 The Charity in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Board shall adopt whatever methods they consider appropriate to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.