

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

Articles of Association

of

THE SUSSEX ARCHAEOLOGICAL SOCIETY

Founded 1846

Incorporated 1st January 1925

Registered in England – Company Registration No. 202795

Registered Charity No. 207037

Sussex Archaeological Society
Bull House
92 High Street
Lewes
Sussex
BN7 1XH

Adopted by Special Resolution passed on

New Objects effective as at 23rd October 2021

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association for a Charitable Company

Articles of Association of

The Sussex Archaeological Society

1. The company's name is

The Sussex Archaeological Society

(and in this document it is called the 'charity' or the 'Society').

Interpretation

2. In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'the articles' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

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

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

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'the Chair' means the person (if any) for the time being holding the office of Chair of Council in accordance with these articles;

'the Council' means the Council as constituted by these articles;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act;

'officers' includes the directors and the secretary (if any);

'the President' means the person (if any) for the time being holding the office of President in accordance with these articles, whose role is honorary other than as defined in article 19;

'the seal' means the common seal of the charity;

'secretary' means the person, if any, appointed to perform the duties of the secretary of the charity;

'the trustees' means the directors of the charity and 'trustee' means director. The trustees are charity trustees as defined by section 177 of the Charities Act 2011 and directors as defined by section 250 of the Companies Act;

'the United Kingdom' means Great Britain and Northern Ireland; and

words imparting one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

4. The charity has been established for public benefit for the following charitable purposes ('Objects'):
 - (1) to promote, encourage, foster and enable all people from local and wider communities to participate in, engage, study and research the archaeology and history of East and West Sussex; and/or
 - (2) for the benefit of all people, to manage and maintain, purchase, lease or accept as a gift or legacy and make accessible museums and historic sites, monuments, collections and properties in the counties of East and West Sussex; and/or
 - (3) for the benefit of all people, to provide and advance suitable educational and life-long learning opportunities for children and adults in archaeology and history, both at the Society's properties and elsewhere.

Powers

5. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:
- (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to secure the preservation of objects, records, buildings, earthworks, antiquities and places of historical or archaeological interest including those of natural beauty or general public interest. To provide as may be lawful or practical for access to them by the public or where appropriate by providing for their exhibition in museum;
 - (4) to secure the preservation of antiquities likely to be of current or future interest, whether they are in public or private possession. This power can be exercised by taking them into the charity's care or by persuading or empowering the custodians to take action to preserve them and safeguard them from risk;
 - (5) to erect, maintain, manage and alter any buildings upon any land held by or belonging to the charity;
 - (6) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011. Authorisation from an ordinary resolution at a general meeting is required when the value of the property for disposal exceeds £750,000 or the property is a designated heritage asset¹. The valuation of the property for disposal should be that provided by a qualified surveyor in accordance with the requirements of Statutory Instrument 1992 No. 2980 - The Charities (Qualified Surveyors' Reports) Regulations 1992.
 - (7) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - (8) to print, publish, sell, distribute, or make available electronically any publications, magazines, journals, books, photographs or other materials;
 - (9) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (10) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (11) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

¹ Definition: Designated Heritage Asset- "A World Heritage Site, Scheduled Monument, Listed Building, Protected Wreck Site, Registered Park and Garden, Registered Battlefield or Conservation Area designated under the relevant legislation."

Annex 2: Glossary, National Planning Policy Framework, Ministry of Housing, Communities & Local Government, June 2019

- (12) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (13) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (14) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (15) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (16) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

6.

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A trustee may receive an indemnity from the charity in the circumstances specified in article 57.
 - (d) A trustee may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity trustees and connected persons

7.

(1) General provisions

No trustee or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article or authorised by the court or the prior written consent of the Charity Commission has been obtained.

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

Scope and powers permitting trustees' or connected persons' benefits

(2)

- (a) A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.
- (d) A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the trustees in the minute book.
 - (g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 61 'Interpretation'.

Declaration of trustees' interests

8. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

9.

- (1) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

Members

10.

- (1) Membership is open to individuals (or organisations being a body corporate) who apply to the charity in the form required by the trustees;
- (2) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (a) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (b) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) The trustees must keep a register of names and addresses of the members.

Classes of membership

11.

- (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

- (3) The rights attached to a class of membership may only be varied if a special resolution is passed at a general meeting of the members agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

12. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

General meetings

- 13.** An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
- 14.** The trustees may call a general meeting at any time.

Notice of general meetings

- 15.**
 - (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
 - (4) The notice must be given to all the members and to the trustees and auditors.
- 16.** The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

17.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 25 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.

18.

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the trustees shall determine.
- (2) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

19.

- (1) The President shall be chair of every general meeting of the charity or, in his or her absence, the Chair of the Council and if there be no President or Chair of the Council at the meeting the members shall appoint such member of the Council as the majority of those present determine.
- (2) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

20.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

21.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least five members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) A poll demanded on a resolution set out in the notice of the meeting, on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (a) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

- (b) The poll must be taken within thirty days after it has been demanded.
- (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (d) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content and Delivery of proxy notices

22.

- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (6) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (8) 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 appointor's behalf.

Written resolutions

23.

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

24. Subject to article 11, every member, whether an individual or an organisation, shall have one vote. The person who chairs the meeting shall have a casting vote in addition to his or her one vote as a member.

25. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

26.

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

President and Patrons

27. The Society shall at its Annual General Meeting elect a person to be President of the charity who shall hold office for a period of two years and shall be eligible for re-election. The President shall not be a member of the Council but may attend meetings of the Council or any committee of the Council without having any voting power.
28. The Members in general meeting may, upon the recommendation of the Council, also elect persons to honorary roles including a person to be the Patron of the charity. They may also elect one or more Vice-Presidents and a person or person to such other honorary role as the Council may recommend. Such a person need not be a member. Any resolution electing such persons may specify the period during which the relevant title shall be held, but if no period is specified then it shall be held until resignation by the relevant person or further resolution by members in general meeting.

Trustees

29.
 - (1) A trustee must be a natural person aged 16 years or older.
 - (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of article 39.
30. The minimum number of trustees shall be 5 and the maximum number under article 35 shall be 14.
31. A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the Council.

Council

32.
 - (1) The board of trustees acting together shall be called Council. Trustees may also be called members of Council. The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
 - (2) Council shall, at its first meeting after every Annual General Meeting, appoint its Chair (and, at Council's discretion, a Vice Chair or Vice Chairs) who shall hold office until the next Annual General Meeting.
 - (3) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
 - (4) Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

Appointment of trustees

- 33.** The charity may by ordinary resolution appoint a person (being a member of the charity) who is willing to act to be a trustee.
- 34.** No person may be appointed a trustee at any general meeting unless not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
- (1) is signed by a member entitled to vote at the meeting;
 - (2) states the member's intention to propose the appointment of a person as a trustee;
 - (3) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (4) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 35.** Council shall consist of between FIVE and TWELVE members elected as trustees under article 33 and up to TWO co-opted members under article 37. Members appointed under article 33 shall be elected at an Annual General Meeting and shall serve for a period of three years. They shall then retire but would be eligible for re-election subject to the provisions of article 36.
- 36.** No person may be elected trustee for more than three periods of three years and no person shall be elected or co-opted trustee if, as a result of such election or co-option, he or she shall (or may thereby) serve for more than eleven years in total on Council, whether or not these years are or were consecutive.
- 37.** Council may co-opt, for a period of one year, not more than two additional trustees, but no such trustees may be co-opted to the Council for more than two years in succession. Such trustees shall have all the powers of the trustees elected under article 33 save for the counting of a quorum for Council meetings under article 42.
- 38.** The appointment of a trustee, whether by resolution in general meeting or by co-option by Council, must not cause the number of trustees to exceed the number fixed as the maximum number of trustees under article 35.

Disqualification and removal of trustees

- 39.**
- A trustee shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (3) ceases to be a member of the charity;
 - (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- (5) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the trustees from all meetings of Council held within a period of six consecutive months and the other trustees resolve that his or her office be vacated.

Remuneration of trustees

40. The trustees must not be paid any remuneration unless it is authorised by article 7.

Proceedings of the Council

41.

- (1) The Council may regulate its proceedings as it thinks fit, subject to the provisions of the articles.
- (2) The Chair may (and at the request of at least three trustees must) call a meeting of Council.
- (3) Questions arising at a meeting shall be decided by a majority of votes.
- (4) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote in addition to his or her vote as a trustee.
- (5) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

42.

- (1) No decision may be made by Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be five trustees, which must comprise at least three trustees appointed by the members under article 33.
- (3) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote due to a conflict of interest.

43. If the number of elected trustees under article 33 is less than three, the continuing trustees or trustee may act only for the purpose of calling a general meeting.

44.

- (1) If no-one has been appointed Chair or Vice Chair of the Council, or if those persons appointed are unwilling to preside or are not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

- (2) A person appointed to chair a meeting of the Council under article 44(1), if not the Chair or a Vice Chair duly appointed in accordance with article 32(2), shall have no functions or powers except those conferred by the articles, or delegated to him or her by the trustees, for the purpose of chairing that meeting.

45.

- (1) A resolution in writing or in electronic form agreed by a majority of the trustees entitled to receive notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.
- (3) References in this article to eligible members of Council are to trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.
- (4) A decision may not be taken in accordance with this article unless all eligible members of Council were first sent a copy of the proposed decision by hard copy or email to their usual address (whether postal or electronic) for communication with the other members of Council.

Delegation

46.

- (1) The trustees may delegate any of their powers or functions to a committee of one or more trustees subject to clear terms of reference and delegation recorded in the charity's minute book or equivalent.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Validity of trustees' decisions

47.

- (1) Subject to article 47(2), all acts done by Council, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - (a) who was disqualified from holding office;

- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that trustee; and
- (e) that trustee being counted in the quorum;

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

- (2) Article 47(1) does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 47(1), the resolution would have been void, or if the trustee has not complied with article 8.

Seal

- 48. The seal must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary (if any) or by a second trustee.

Minutes

- 49. The trustees must keep minutes of all:
 - (1) appointments of officers made by the trustees;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 50.
 - (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Financial Reporting Council or its successors and adhere to the recommendations of applicable standards including the Financial Reporting Standards.
 - (2) The trustees must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

51.

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

Means of communication to be used

52.

- (1) Subject to the articles, anything sent or supplied by or to the charity under the 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 that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

53. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

54.

- (1) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by delivering it in electronic form to the member.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

55. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

56.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act.
- (3) In accordance with section 1147 of the Companies Act notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57.

- (1) The charity may indemnify a relevant trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act.
- (2) In this article a 'relevant trustee' means any trustee or former trustee of the charity.

Rules

58.

- (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

- 59.** If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

60.

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

- 61.** In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;

- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above;
or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which -
 - (a) the trustee or any connected person falling within sub- clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.