

MEMORANDUM OF ASSOCIATION OF THE ROSE ROAD ASSOCIATION

1. NAME

The company's name shall be The Rose Road Association (**the Association**).

2. REGISTERED OFFICE

The Association's registered office is to be situated in England & Wales.

3. OBJECTS

The Association is established for charitable objectives and purposes only for the care, well-being, treatment, interests, education, accommodation, employment and advancement of people with disabilities primarily in Hampshire and surrounding counties (**the Objects**).

4. POWERS

In furtherance of the Objects but not otherwise the Association may exercise the following powers:-

- (A) To provide, promote and maintain any necessary services, facilities and equipment for the social and health care, education, and advancement of people with disabilities, their families and carers.
- (B) To collect, disseminate, exchange and promote information relating to the care, education, treatment and rehabilitation of people with disabilities.
- (C) To market and promote the Association and the Objects by any means deemed appropriate.
- (D) To promote, conduct and engage in research calculated to be of benefit to people with disabilities, their families and carers.
- (E) To provide financial assistance, to make grants and donations to and to provide equipment and apparatus for people with disabilities.
- (F) To provide such other assistance (whether financial or not) to Statutory Authorities or other bodies or persons calculated to be of benefit to people with disabilities collectively or individually.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire, or to sell, manage, lease, mortgage, dispose of, or

otherwise deal with, any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of the Objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association. In exercising this power the Association must comply as appropriate with sections 36 to 39 of the Charities Act 1993.

- (H) To raise funds and invite and accept any gifts, subscriptions, donations, bequests or devises of land, money, securities or other real or personal property which may be useful or available for any one or more Objects and to use or employ the same for all or any Objects.
- (I) To carry on trade insofar as the trade is exercised in order to directly promote or support the Objects.
- (J) To print or publish, or procure to be printed and published, and to circulate, or procure to be circulated (with or without making a charge) any audio or audio-visual material, electronic material or other documents, Articles, newspapers, periodicals, magazines, books, pamphlets, leaflets, or other documents that may be deemed necessary for the achievement of the Objects.
- (K) To subscribe to, become a member of, or amalgamate or co-operate with, purchase or otherwise acquire all or part of the property, assets and undertakings as may be lawfully acquired of any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to the Objects.
- (L) To borrow and raise money in such a manner and on such security as the Association may think fit but always within the legal limits established for charities, and to issue debentures and other securities.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, provided that such investments are within the legal limits set for charities and are within the powers of the Association.
- (N) To subscribe to any local or other charities, and to grant donations for any public charitable purpose.
- (O) To provide a pension fund for the employees of the Association, present and former and their dependants, or otherwise to assist any such employees and their dependants.

- (P) To pay the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees or secretary (or any of them), which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association. However, any such insurance shall not extend to any claim arising from any act or omission which the Trustees or secretary (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees or secretary (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (Q) The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion of them shall be paid or transferred directly or indirectly to the members of the Association and no Trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association. Nothing in these Objects shall prevent the payment or provision by the Association in good faith:
- (i) of reasonable professional charges for business done by any Trustee who is a solicitor, accountant or other professional person or by any firm or partnership in which they are a partner when instructed by the Association to act in a professional capacity on its behalf. At no time shall a majority of the trustees benefit under this provision. A Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her firm or partnership is under discussion. The other Trustees must be satisfied that it is in the interests of the Association to contract with that Trustee or its firm or partnership rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest);
 - (ii) of reasonable and proper remuneration to any member or employee of the Association who is not a Trustee for services actually rendered to the Association;
 - (iii) of interest at a rate not exceeding two per cent per annum less than the published base lending rate of a clearing bank selected by the Trustees on money lent, or reasonable and proper rent for premises let or demised, by any member of the Association or Trustee;

- (iv) of fees, remuneration or other benefit in money's worth to any company of which a Trustee may be a member holding not more than one hundredth part of the capital of that company;
 - (v) of reasonable and proper out of pocket expenses to any member of the Association or Trustee;
 - (vi) of a benefit, in reasonable and proper furtherance of its Objects, to a member of the Association;
 - (vii) of a benefit, in reasonable and proper furtherance of its Objects, to a Trustee or any member of an appointed committee provided that in the case of a new benefit or an existing benefit that is being reviewed:
 - (a) that member is absent and does not participate in the Trustees' consideration of that benefit and does not as such member vote upon the matter; and
 - (b) the Trustees in the absence of any members who are for the time being in receipt of any such benefit pass a resolution (which matter may not be delegated to any other committee, body or person) that provision of the benefit is in reasonable and proper furtherance of the Objects.
- (R) To do all such other lawful things as are necessary for the achievement of the Objects.

Provided that:

- (i) If the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. LIABILITY

- (A) The liability of members is limited.
- (B) Every member undertakes to contribute such amount as may be required (not exceeding £10) to the Association's assets if it should be wound up whilst being a member, or within one year after ceasing to be a member, for payment of the Association's debts and liabilities contracted before acceptance of membership

and of the costs charges and expenses of winding up, and for the rights of the contributories among themselves.

6. WINDING UP

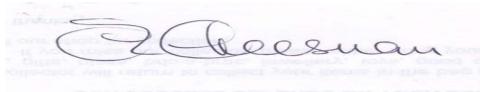
The Association may be dissolved at a general meeting by Resolution passed by 75% of the members present and voting. If upon the winding up or dissolution of the Association there remain, after the settling of its debts and liabilities any property whatsoever, this shall not be paid to or distributed among the members of the Association but shall be given or transferred to a charitable organisation with similar objects.

7. ALTERATIONS TO THE CONSTITUTION

The Constitution shall only be amended at an Annual General Meeting of the Association or at an Extraordinary General Meeting called for that purpose.

This constitution was adopted at a meeting held at the Bradbury Centre, 300 Aldermoor Road, Southampton SO16 5NA.

On Monday 1st October 2007



Signed
(Chair of the meeting)

Signed
(Secretary of the meeting)

**THE COMPANIES ACT 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

**THE ARTICLES OF ASSOCIATION OF
THE ROSE ROAD ASSOCIATION**

1. INTERPRETATION

In these Articles and in the preceding memorandum:

| | |
|-----------------------|---|
| the Act | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force; |
| Address | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity; |
| the Articles | means these Articles of Association of the Charity; |
| the Charity | means the company intended to be regulated by these Articles; |
| Clear Days | in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| the Commission | means the Charity Commissioners for England and Wales; |
| executed | includes any mode of execution; |
| the memorandum | means the memorandum of association of the Charity; |
| office | means the registered office of the Charity; |
| the seal | means the common seal of the Charity if it has one; |
| secretary | means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary; |

the Trustees means the directors of the Charity (and **Trustee** has a corresponding meaning). The directors are Charity Trustees as defined by section 97 of the Charities Act 1993;

the United Kingdom means Great Britain and Northern Ireland; and

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

Any other words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. MEMBERSHIP

- (A) The subscribers to the memorandum are the first members of the Charity.
- (B) Membership is open to other individuals or organisations who:
 - (i) apply to the Charity in the form required by the Trustees; and
 - (ii) are approved by the Trustees.
- (C) 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.
- (D) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (E) 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 but shall be final.
- (F) Membership is not transferable to anyone else.
- (G) The Trustees must keep a register of names and Addresses of the members.
- (H) Members shall, unless exempted by the Trustees pay an annual subscription to be set on an annual basis by the Trustees.
- (I) No paid employee, whether full-time or part-time, employed by the Association shall be eligible for membership of the Association.

3. CLASSES OF MEMBERSHIP

- (A) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (B) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (C) The rights attached to a class of membership may only be varied if:
 - (i) three-quarters of the members of that class consent in writing to the variation; or
 - (ii) special resolution is passed at a separate general meeting of the members of that class agreeing to the variation;
- (D) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

4. TERMINATION OF MEMBERSHIP

Membership is terminated if:

- (A) the member dies or, if it is an organisation, ceases to exist;
- (B) the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
- (C) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (D) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his, her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) 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.
 - (ii) 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.

5. GENERAL MEETINGS

- (A) Annual General Meeting:

- (i) The Charity shall hold one Annual General Meeting each year not later than seven months after the end of the Charity's financial year.
 - (ii) Not more than fifteen months shall elapse between the date of one annual general meeting and the next.
 - (iii) The Annual General Meeting shall be held at such times and places the Trustees shall determine.
 - (iv) Not less than twenty one days' notice of the Annual General Meeting shall be given to every member by post or email to their last notified Address, together with details of the business to be discussed.
 - (v) Accidental failure to notify any one or more members shall not invalidate the meeting.
 - (vi) The matters to be dealt with at the Annual General Meeting shall include:
 - (a) The appointment of Trustees.
 - (b) The appointment of the Auditors to the Association.
 - (c) The receipt of the report of the Trustees on the previous year's work.
 - (d) The consideration and if thought fit the adoption of the audited Balance Sheet and Income and Expenditure Account for the last financial year.
 - (vii) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (B) Extraordinary General Meetings:
- (i) Extraordinary general meetings of the Charity may be called at any time by the Trustees and also if requested in writing by not less than ten members of the Charity.
 - (ii) If notice of a meeting is not issued within twenty-one days of the receipt of a written request, those persons who signed the request may themselves convene a meeting.
 - (iii) Not less than fourteen days' notice of an extraordinary general meeting shall be given to every member by post or email to the last notified Address of the member, provided that accidental failure to notify any member shall not invalidate the meeting.

- (iv) Notice must also be given to the Trustees and auditors. Such notice shall include the business to be discussed including any resolutions to be put to the membership at extraordinary general meeting and no other business shall be discussed.
- (C) Notwithstanding any other provision of these Articles, a general meeting may be called by shorter notice if it is so agreed:
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (ii) in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.

6. PROCEEDINGS AT GENERAL MEETINGS

- (A) No business shall be transacted at any General Meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total membership for the time being, whichever is the lower, shall be a quorum.
- (B) **Quorum not reached**
 - (i) If within half an hour from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Trustees may determine.
 - (ii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present at that time shall constitute the quorum for that meeting.
- (C) **Chair**
 - (i) General meetings shall be chaired by the chair who has been appointed to chair meetings of the Trustees.
 - (ii) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the vice-chair shall chair the meeting.

- (iii) If the vice-chair is not present or willing to chair the meeting, the members present shall choose a Trustee to chair the meeting.
- (iv) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (v) If no Trustee is present and willing to chair the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting.

(D) Adjournment

- (i) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (ii) 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.
- (iii) 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.
- (iv) 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.

(E) Voting

- (i) At any general meeting a resolution put to the vote of the meeting shall be decided on 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 two members having the right to vote at the meeting or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- (ii) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- (iii) 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.
- (iv) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to second or casting vote in addition to any other vote he or she may have.

(F) Polls

- (i) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (ii) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands before the demand for the poll was made.
- (iii) 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.
- (iv) The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.
- (v) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (vi) 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.
- (vii) The poll must be taken within thirty days after it has been demanded.
- (viii) If the poll is not taken immediately at least seven Clear Days' notice shall be given specifying the date, time and place at which the poll is to be taken.
- (ix) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

- (G) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise

(H) Number of votes

- (i) Every member present at a general meeting shall be entitled to one vote.
- (ii) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- (iii) 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.

(I) Nominated representatives

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

7. CHAIR, VICE-CHAIR AND TREASURER

At the first Trustees' meeting after each annual general meeting, the Trustees shall elect from amongst its members a chair, vice-chair and treasurer.

8. TRUSTEES

(A)

- (i) A Trustee must be a natural person aged 18 years or older who is a member of the Charity or the authorised representative of a member of the Charity.

- (ii) No one may be appointed as a Trustee if he or she would be disqualified from acting under the provisions of Articles 6(v) of these Articles.
 - (iii) The number of Trustees shall be not less than three and not more than fifteen.
 - (iv) A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
- (B)
- (i) 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 Act, the Memorandum, these Articles or any special resolution.
 - (ii) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
 - (iii) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- (C) At the first annual general meeting following the adoption of these Articles (**the Initial AGM**) all the Trustees who have been in office for more than three years shall be deemed to have retired from office and, if willing to act, to have been re-appointed, unless at the Initial AGM it was resolved not to fill any vacancy or unless a resolution for the re-appointment of a Trustee is put to the Initial AGM and lost.
- (D) A Trustee's term of office shall be three years or such shorter period as may be determined by the Trustees.
- (E) A Trustee shall retire from office at the annual general meeting that is held most closely to the date of the end of his term of office.
- (F) If the Charity, at an annual general meeting at which a Trustee retires pursuant to paragraph (E) does not fill the vacancy, then the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it was resolved not to fill the vacancy or unless a resolution for the re-appointment of the Trustee is put to the annual general meeting and lost.
- (G) The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee and determine the rotation in which

any additional Trustees are to retire. No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless he or she is recommended for re-election by the Trustees, or not less than fourteen Clear Days before the date of the meeting, the Charity is given a notice that

- (i) is signed by a member entitled to vote at the meeting,
 - (ii) states the member's intention to propose the appointment of a person as a Trustee,
 - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (H) All members who are entitled to receive notice of a general meeting must be given not less than seven Clear Days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- (I) The Trustees may appoint a person who is willing to act to be a Trustee. A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.
- (J) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.
- (K) A Trustee shall cease to hold office if he or she
- (v) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee,
 - (vi) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993,
 - (vii) ceases to be a member of the Charity,
 - (viii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (ix) 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

- (x) is absent without the permission of the chair from at least half of their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
- (L) The Trustees must not be paid remuneration unless it is authorised by clause 4 of the Memorandum.
- (M) Any Trustee or Trustees may be removed by the assent of not less than two thirds of the members present at an extraordinary general meeting called for that purpose. At any such extraordinary general meeting, the votes of members shall be recorded by secret ballot rather than by show of hands. If a resolution for such removal is passed, it shall become effective immediately and a further extraordinary general meeting shall be immediately convened by members for the appointment of a new Trustee or Trustees.

9. PROCEEDINGS OF TRUSTEES

- (A)
 - (i) The Trustees may regulate their meetings as they think fit, subject to the provisions of the Articles, but shall hold at least four meetings a year and not more than four months shall elapse between the date of one meeting and the next.
 - (ii) Any Trustee or member of a committee of the Trustees may participate in a meeting of the Trustees or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
 - (iii) Any Trustee may call a meeting of the Trustees.
 - (iv) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
 - (v) Questions arising at a meeting shall be decided by a majority of votes.
 - (vi) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(B)

- (i) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (ii) The quorum shall be two or the number nearest to and above one third of the total number of Trustees, whichever is greater, or such larger number as may be decided from time to time by the Trustees.
- (iii) 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.
- (iv) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or calling a general meeting.

(C) The chair (or in his absence the vice-chair) shall be entitled to preside at all meetings of Trustees but if at any meeting neither the chair nor the vice chair is present within five minutes of the time of the start of the meeting, or is unwilling to preside, the Trustees present shall choose one of their number to be chair of the meeting. The chair, vice chair or other Trustee appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him or to her by the Trustees.

(D) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

(E)

- (i) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- (ii) 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 and
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (iii) The Trustees may revoke or alter a delegation. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (F) A Trustee must absent himself or herself from any discussions of the 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).
- (G) Subject to paragraph (H), all acts done by a meeting of Trustees or a committee of Trustees shall be valid notwithstanding the participation in any vote of a Trustee who was disqualified from holding office, who had previously retired or who had been obliged by the constitution to vacate office or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if without the vote of that Trustee and that Trustee being counted in the quorum the decision has been made by a majority of the Trustees at a quorate meeting.
- (H) Paragraph (G) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or a committee of the Trustees if, but for paragraph (G), the resolution would have been void, or if the Trustee has not complied with Articles 39.
- (I) The Trustees and any committee of Trustees may invite additional persons to attend their meetings either regularly or for special purpose, but such additional persons shall not have the right to vote.

10. APPOINTED COMMITTEES

The Charity at its general meeting or the Trustees shall appoint such committees as they shall consider necessary from time to time and shall make necessary appointments, terms of reference and regulations for their conduct and may delegate to such committees such of the powers of the Trustees as the Charity or its Trustees may from time to time decide. All decisions of a committee shall be reported back as soon as reasonably practical to the Trustees.

11. MINUTES

The Trustees must keep minutes of all

- (A) appointments of Trustees or secretary made by the Trustees,
- (B) proceedings at meetings of the Charity and
- (C) meetings of Trustees and committees of Trustees including the names of the Trustees present at the meeting, the decisions made at the meetings and where appropriate the reasons for the decisions.

12. ACCOUNTS

The Trustees must 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. The Trustees must keep accounting records as required by sections 221 and 222 of the Act.

13. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

The Trustees must comply with the requirements of the Charities Act 1993 with regard to

- (A) the transmission of statements of account to the Charity
- (B) the preparation of an annual report and its transmission to the Commission and
- (C) the preparation of an annual return and its transmission to the Commission. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

14. FINANCE

All funds of the Charity, except for petty cash, shall as soon as possible after receipt be paid into the bank account maintained in the name of the Charity. Such account shall be under the control of the Trustees, who shall from time-to-time provide for its method of operation. The Trustees shall make, and to the best of their ability, enforce adequate regulations for internal control and the security and safe custody of all monies, securities and other documents belonging to the Charity.

15. COMMUNICATIONS

- (A) Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communications. The Charity may give any notice to a member:
- (i) personally, or
 - (ii) by sending it by post in a prepaid envelope addressed to the member at his or her Address, or
 - (iii) by leaving it at the member's Address, or
 - (iv) by giving it using electronic communications to the member's Address.
- (B) 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.
- (C) A member present in person at any meeting shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (D) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (E) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (F) A notice shall be deemed to be given:
- (v) 48 hours after the envelope containing it was posted or
 - (vi) in the case of an electronic communication, 48 hours after it was sent.

16. INDEMNITY

The Charity shall indemnify every Trustee and the secretary against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

17. RULES

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. 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 parts of the Charity's premises at any particular time or times for any particular purpose or purposes,
- (D) the procedure at general meetings and meetings of Trustees in so far as such procedure is not regulated by the Act or these Articles,
- (E) generally, all such matters as are commonly the subject matter of company rules.

The Charity in general meeting has the power to alter, add to or repeal the rules or the bye laws. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the members of the Charity. The rules or bye laws shall be binding on the members of the Charity. No rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles.