

The Companies Acts 1985 - 1989
Company Limited by Guarantee (not having a Share Capital)

Articles of Association

of

Engineers Without Borders UK

Registered Company Number: 4856607
Registered Charity Number: 1101849
Scottish Charity Number: SC043537

Articles of Association of Engineers Without Borders UK

[As amended at Annual General Meeting dated 27 November 2019]

Interpretation

1. In these Articles the following expressions have the following meanings:

“the Act”	The Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
“address”	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;
“affiliates”	Groups who seek support, benefits and a non-exclusive licence to use elements of the name, logo and brand of the Charity;
“affiliation fee”	A sum determined by the Directors to be paid by affiliates in exchange for the support, benefits and services the Charity provides;
“Affiliate Rules”	A set of rules determined by the Directors to govern the operations and activities of affiliates.
“Adoption Date”	the date of adoption of the Articles;
“the Articles”	the Articles of Association of the Charity;
“brand”	The name and logo of the Charity, and any other visual or electronic elements that contribute to the corporate identity of the Charity and the associated goodwill;

“the Charity”	The company intended to regulated by the Articles, namely Engineers Without Borders UK;
“clear days”	in relation to the period of a notice that 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”	The Charity Commission for England and Wales;
“the Director(s)”	the Directors of the Charity. The Directors are Charity Trustees as defined by section 177 of the Charities Act 2011;
“document”	Includes, unless specified otherwise any document sent or supplied in electronic form
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006
“executed”	includes any mode of execution;
“logo”	The visual logo(s) of the Charity, including any reasonable derivative, as may be determined from time to time, and the associated goodwill;
“meeting”	includes: a physical meeting; a video conference, an internet facility of similar electronic method allowing simultaneous visual and audio participation; telephone conferencing;
“Member”	a Member of the Charity, as defined in the Act and article 11;
“name”	Engineers Without Borders UK, EWB-UK, EWB, or any other reasonable derivative of the Charity’s name and the associated goodwill;
“office”	the registered office of the Charity;

“officers”	Includes the Directors and the Secretary (if any);
“Secretary”	any person appointed to perform the duties of the secretary of the Charity;
“the United Kingdom”	Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts (excluding any statutory modification not in force on the Adoption Date).

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.

Name

2. The name of the company is “Engineers Without Borders UK” (and in this document it is called “the Charity”).

Registered Office

3. The registered office of the Charity is situated in England and Wales.

Objects

4. The Charity’s Objects are to:
 - 4.1 Relieve, or assist in the relief of, poverty and suffering in the UK and throughout the world, in particular but without limitation to;
 - (a) coordinating, funding and participating in development projects, particularly projects or parts of projects with a strong engineering or technical component;
 - (b) providing and promoting theoretical and practical training in sustainable development;
 - (c) providing experience to and stimulating interest among those with strong potential in the field of development work;
 - (d) promoting, coordinating and funding research on development topics, particularly those with a strong engineering or technical component;
 - (e) the raising of public awareness of development issues, particularly those related to engineering or technology;

- (f) the provision of assistance to other organisations with objectives aligned with those of the Charity by providing them with human and other resources;
- 4.2 Advance education, in particular but without limitation to;
- (a) sustainable development in the UK and in other parts of the world, particularly in developing countries;
 - (b) the causes and effects of poverty and suffering;
- 4.3 to promote such other exclusively charitable purposes under the law of England and Wales as the Directors may from time to time resolve.

Powers

5. The Charity has power to do anything which is calculated to further its Object(s) or is conducive to doing so. In particular, the Charity has power:
- 5.1 To raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 5.2 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;
 - 5.3 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;
 - 5.4 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 5.5 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 5.6 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - 5.7 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.8 To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent that it is permitted to do so by article 6;

5.9 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 Trustees Act 2000.

5.10 to pay out of the funds of the Charity the costs of forming and registering the Charity as a company and as a Charity;

5.11 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

Application of income and property

6. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.1 A Director 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.

6.2 A Director 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.

6.3 A Director may receive an indemnity from the Charity in the circumstances specified in article 66.

6.4 A Director may not receive any other benefit or payment.

6.5 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 also not a Director 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.

Declaration of Directors' interests

7. A Director 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 Director must absent himself or herself from any discussions of the Charity Directors 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

8. If a conflict of interests arises for a Director 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 Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

- 8.1 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 Director or to a connected person.

Liability of Members

9. 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 or she is a Member or within one year after he or she ceases to be a Member, for:
 - 9.1 Payment of the Charity's debts and liabilities incurred before he or she ceases to be a Member;
 - 9.2 Payment of the costs, charges and expenses of winding up; and
 - 9.3 Adjustment of the rights of the contributories among themselves

General structure

10. The structure of the Charity consists of:

10.1 The Members – who have the right to attend the annual general meeting (and any other general meeting) and have important powers under these Articles and the Act; in particular the Members elect a proportion of the Directors and take decisions in relation to changes to the articles themselves.

10.2 The Directors – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Charity; in particular, the Directors are responsible for monitoring the financial position of the Charity.

Members

11. Membership is open to individuals who:

- (a) apply to the Charity in the form required by the Directors; and
- (b) are approved by the Directors.

11.1

- (a) The Directors 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.
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

11.2 Membership is not transferable.

11.3 The Directors must keep a register of names and addresses of the Members.

Classes of Membership

12. The Directors may establish and disestablish classes of Membership with different rights and obligations and shall record the rights and obligations in the register of Members.

Termination of Membership

13. Membership is terminated if:

- (a) the Member dies;
- (b) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
- (c) any sum due from the Member to the Charity is not paid in full within three months of it falling due;
- (d) the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her 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 Directors 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.

General meetings

- 14. The Charity must hold an annual general meeting within eighteen months after the adoption date.
- 14.1 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14.2 The Directors may call a general meeting at any time.

Notice of general meetings

- 15. 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.
- 15.1 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.
- 15.2 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 21.

- 15.3 The notice must be given to all the members and to the Directors and auditors.
- 15.4 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

16. No business shall be transacted at any general meeting unless a quorum is present.
- 16.1 A quorum is a number equal to or greater than the number of Directors plus three additional members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
17. 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 Directors shall determine.
- 17.1 The Directors 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.
- 17.2 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.
18. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 18.1 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 18.2 If there is only one Director present and willing to act, he or she shall chair the meeting.

- 18.3 If no Director 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.
19. The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 19.1 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.
- 19.2 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.
- 19.3 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.
20. 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 two Members present in person or by proxy and having the right to vote at the meeting; or
- 20.1
- (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.
- 20.2
- (a) 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.
 - (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.
- 20.3
- (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.

20.4

- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) 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.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) 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.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

21. 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 Directors 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.

The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

22. 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. 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.

Delivery of proxy notices

23. 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.
24. 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.
25. 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.
26. 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

27. 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 by 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.
- 27.1 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of Members

28. Subject to article 12, every member shall have one vote.
29. 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.

Affiliates

30. In furtherance of the Charity's Objects at a local level the Charity may grant a non-exclusive licence to use elements of the Charity's name, logo and brand to affiliates.
31. The Directors at their discretion may levy an affiliation fee on affiliates at such rate as they decide.
32. Affiliates undertake activities such as, but not limited to, Member education, public engagement and fundraising.
33. Affiliates must:
 - 33.1 Agree to be bound by the Affiliate Rules established by the Directors and as may be determined from time to time dictating how the affiliate will operate in order to represent the Charity.
 - 33.2 Select executive officers consisting of, at least, a chair, a treasurer and a secretary, the duties of which will be set out in the Affiliate Rules. All affiliate executive officers must be Members of the Charity for the duration of their term of office.
34. The Charity may at any time review an affiliates' adherence to the Affiliate Rules and, if it determines that the affiliate is in breach, may suspend or revoke the affiliate's licence to use the Charity's name, logo and brand.

Directors

35. A Director must be a natural person aged 16 years or older.
 - 35.1 No one may be appointed a Director if he or she would be disqualified from acting under the provision of article 46.
36. The number of Directors shall be subject to a maximum number of eight but shall not be less than three.
 - 36.1 Six Directors will be appointed by existing Directors;
 - 36.2 Two Directors will be appointed after election at a general meeting by Members of the Charity.
37. Directors will serve a three year term from the date of their appointment and are eligible to serve a maximum of two consecutive terms.
38. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors

39. The Directors 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.
- 39.1 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 39.2 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement of Directors

40. At the annual general meeting any Director who has completed their term of office must retire unless by the close of the meeting the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors.
41. If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

Appointment of Directors

42. Subject to article 36 at any time the Directors may appoint a person who is willing to act to be a Director.
43. No person may stand for election as a Director at any general meeting unless:
- 43.1 He or she is recommended for re-election by the Directors; or
- 43.2 Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
- (a) is signed by a Member entitled to vote at the meeting;
 - (b) states the Member's intention to propose the appointment of a person as a Director;
 - (c) is signed by a further four Members entitled to vote at the meeting;
 - (d) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (e) is signed by the person who is proposed to show his or her willingness to be appointed.

44. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director.
45. The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors

46. A Director shall cease to hold office if he or she:
 - 46.1 Ceases to be a Director by virtue of any provision of the Companies Act or prohibited from acting by law;
 - 46.2 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);
 - 46.3 Ceases to be a Member of the Charity;
 - 46.4 In the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 46.5 Resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - 46.6 Is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Remuneration of Directors

47. The Directors must not be paid any remuneration unless it is authorised by article 6

Proceedings of Directors

48. The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - 48.1 Any Director may call a meeting of the Directors.
 - 48.2 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
 - 48.3 Questions arising at a meeting shall be decided by a majority of votes.

- 48.4 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
49. No decision may be made by a meeting of the Directors 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 Directors in which a participant or participants may communicate with all the other participants.
- 49.1 The quorum shall be three or such larger number as may be decided from time to time by the Directors.
- 49.2 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
50. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
51. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- 51.1 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 51.2 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors
52. A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 52.1 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

Delegation

53. The Directors may delegate any of their powers or functions to any committee provided that:
- 53.1 The Directors 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 Directors.
- (c) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

53.2 The Directors may revoke or alter a delegation.

53.3 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

Validity of Directors' decisions

54. Subject to article 54.1, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (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 Director; and
- (e) that Director being counted in the quorum;

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

54.1 Article 54 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 54, the resolution would have been void.

Minutes

55. The Directors must keep minutes of all:

55.1 Appointments of officers made by the Directors

55.2 Proceedings at meetings of the Charity

55.3 Meetings of the Director and Committees of Directors including:

- (a) The names of the Directors present at the meeting;
- (b) The decisions made at the meetings; and
- (c) Where appropriate the reasons for the decisions.

Accounts

56. The Directors 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 Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

56.1 The Directors must keep accounting records as required by the Companies Act.

Annual report and Return and Register of Charities

57. The Directors 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; and
- (c) Preparation of an Annual Return and its transmission to the Commission.

58. The Directors 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

59. 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 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.

60. Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

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

61.1 must be in writing; or

61.2 must be given in electronic form.

62. 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 giving it in electronic form to the member's address.
- (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

63. 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.

64. 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.

65. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

65.1 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 2006.

65.2 In accordance with section 1147 of the Companies Act 2006 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

66. The Charity may indemnify a relevant Director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

66.1 In this article a 'relevant Director' means any Director or former Director of the Charity.

Rules

67. The Directors 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.

67.1 The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of Members of the Charity 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 Directors 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.

67.2 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.

67.3 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

68. 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

69. 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
70. Subject to any such resolution of the Members of the Charity, the Directors 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.
71. 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 70 is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.