

ARTICLES OF ASSOCIATION

OF

TALL SHIPS YOUTH TRUST

RUSSELL-COOKE | SOLICITORS

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THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

TALL SHIPS YOUTH TRUST (the "Charity")

1. Meaning of Words

- 1.1 In these Articles the following words will have the meanings shown opposite them, unless the context indicates another meaning:

Words	Meanings
"Articles"	these Articles of Association;
"Chair"	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
"Board"	the board of Trustees of the Charity, the members of which are the company directors and charity trustees;
"Charities Act"	the Charities Act 2011;
"Charity"	the company regulated by these Articles;
"Charity Commission"	the Charity Commission for England and Wales;
"Clear Days"	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
"Companies Act"	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Charity;
"Connected Person"	any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his partner or any other family member who is dependent or partially dependent on the Trustee; and any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a

consultant; (iv) a director; or (v) a shareholder, unless the shares do not give him, or him together with any dependent, a substantial interest (as defined in s.352 Charities Act as being more than one-fifth of the shares or voting power of the relevant company);

“Deputy Chair”	the Deputy Chair of the Board of Trustees or any person discharging the functions of the Deputy Chair;
“Elected Trustees”	those Trustees elected by the Members;
“Material Benefit”	means a benefit, direct or indirect, which may not be financial but has a monetary value;
“Member”	a company member of the Charity;
“Month”	calendar month;
“Objects”	the Objects of the Charity as defined in Article 3.1;
“Office”	the registered office of the Charity;
“Ordinary Resolution”	a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
“Regulations”	any rules, standing orders or regulations made in accordance with these Articles;
“Seal”	the common seal of the Charity, if any;
“Signed”	shall include such forms of authentication that are permitted by law;
“Special Resolution”	a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;
“Taxable Trading”	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
“Trustees”	means the directors of the Charity and in the context of Article 6 shall include their connected persons;
“United Kingdom”	Great Britain and Northern Ireland; and

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

1.2 In these Articles:

1.2.1 The words “person” or “people” includes other charities, including charitable incorporated organisations, royal charter corporations, companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.

1.2.2 Apart from the words defined above, any words or expression defined in the Companies Act, or the Charities Act, will have the same meanings in these Articles, unless the context indicates another meaning.

1.2.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

1.2.4 The words “include(s)”, “including” or “in particular” are deemed to have the words “without limitation” following them. Where the context permits, the words “other” and “otherwise” are illustrative and shall not limit the sense of the words preceding them.

1.2.5 Nothing in these Articles shall authorise the application of funds for purposes which are not charitable in accordance with section 7 of the Charities and Trustees Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008. For the avoidance of doubt, the system of law governing these Articles is the law of England and Wales

2. Registered Office

2.1 The registered office of the Charity will be in England and Wales.

3. Objects

3.1 The objects of the Charity are, for the public benefit:-

3.1.1 to promote the personal development of young people of all nationalities, social and ethnic backgrounds through voyages in sailing ships and other marine craft;

3.1.2 to promote among young people an interest in taking up sea-going careers with particular reference to service in the Royal Navy and Mercantile Marine; and

3.1.3 to make available to the public a knowledge of up to date developments in the science, technology, engineering and mathematics components of navigation, seamanship and sailing.

4. Powers

- 4.1 The Charity has the following powers which may be used only to promote the Objects:-

Sea related activities

- 4.1.1 Provide prizes, awards, medals and scholarships for young people of all nations who, in connection with the sea, display outstanding gallantry, skill, character or devotion to duty, or who originate new ideas or show outstanding merit in creative activities of an artistic or scientific nature;
- 4.1.2 Arrange meetings and competitions between the crews of sail training-ships and sea-schools;
- 4.1.3 Arrange competitions or such other contests of a nautical or allied nature as may be expected to help towards providing useful sea training, including under-water, land and air training which are ancillary to sea training;
- 4.1.4 Arrange public lectures and exhibitions or present prizes and awards in relation to past, present and future knowledge of seamanship and sea-training including under-water, land and in the air activities so far as these have relation to the sea;
- 4.1.5 Arrange competitions or exhibitions or present prizes and awards in connection with life boats or other craft or apparatus engaged in sea rescue, including aircraft used for this purpose;
- 4.1.6 Provide or assist in providing libraries, museums or similar institutions or collections for the keeping of records, models or other objects of a maritime nature, with special reference to sail training-ships;
- 4.1.7 By any other means which are ancillary to the aforesaid, arrange personal contacts between cadets, young seamen, pupils at sea schools and other young persons undergoing sea training (whether for a career or not) at an international level so as to achieve in a practical form the brotherhood of the sea;

Acquisition, management and disposal of assets

- 4.1.8 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.9 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that, where applicable, the Charity, and its Trustees, comply with sections 117 to 123 of the Charities Act;
- 4.1.10 to borrow money and to charge the whole or any part of the property belonging to the Charity as security, provided that if the Charity wishes to mortgage land, the Charity and its Trustees comply with sections 124 to 126 of the Charities Act;
- 4.1.11 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

Staff, agents and advisers

- 4.1.12 subject to Articles 6 and 10, to employ and pay any employees and other staff, consultants, agents and advisers;
- 4.1.13 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Funding

- 4.1.14 to invite and receive contributions or grants, enter into contracts, seek subscriptions and raise funds in any way including by carrying on trade but not by means of Taxable Trading;
- 4.1.15 to give or receive guarantees or indemnities;

Activities

- 4.1.16 to promote or undertake study or research and disseminate the useful results of such research;
- 4.1.17 to produce, print and publish anything in or on any media;
- 4.1.18 to provide grants, scholarships, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice, support, counselling or guidance;
- 4.1.19 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.20 to undertake the administration or management (whether as trustee, agent or otherwise) of any charitable trust;
- 4.1.21 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;

Collaboration

- 4.1.22 to establish, promote and otherwise assist in any way any limited company or companies or other bodies, and to establish the same either as a wholly owned subsidiary of the Charity or jointly owned with other persons and to finance such bodies by way of loan, share subscription, or other means;
- 4.1.23 to take control of, support, co-operate, federate, merge, join or amalgamate with any other persons;
- 4.1.24 to transfer to or to purchase or otherwise acquire from any person with or without consideration, any property, assets or liabilities, and to perform any of their engagements;

4.1.25 to co-operate and enter into any arrangements with any person;

Banking and Insurance

4.1.26 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;

4.1.27 to insure any risks arising from the Charity's activities;

4.1.28 to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act;

Investment and Social Investment

4.1.29 to make social investments in accordance with Part 14 A of the Charities Act;

4.1.30 to invest in any investments, securities or properties;

4.1.31 to accumulate and set aside funds for special purposes or as reserves in accordance with a reserves policy;

4.1.32 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000 ("the Managers") the management of investments (being assets capable of producing income which may also increase in capital value), provided that:-

- (a) the delegated powers shall be exercisable only within clear policy guidelines set by the Trustees;
- (b) the Managers are under an obligation to report promptly to the Trustees the performance of investments managed by them;
- (c) the Trustees are entitled at any time to review, alter or terminate the delegation arrangement;
- (d) the Trustees review the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation; and
- (e) the Managers must not do anything outside the powers of the Charity.

4.1.33 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

Other matters

4.1.34 to do anything else within the law which promotes or helps to promote the Objects.

5. Use of funds and property

Permitted benefits to Members

- 5.1 No part of the Charity's funds or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member.
- 5.2 For the avoidance of doubt, a Member who is not a Trustee or a Connected Person may:
 - 5.2.1 be employed by or enter into contracts with the Charity and receive reasonable payments for goods or services supplied;
 - 5.2.2 receive charitable grants or other assistance where it is to be applied in furtherance of the Objects;
 - 5.2.3 receive charitable benefits on the same terms as any other beneficiary of the Charity;
 - 5.2.4 be paid interest at a reasonable rate on money lent to the Charity; and
 - 5.2.5 be paid a reasonable rent or hiring fee for property let or hired to the Charity.
- 5.3 A Member who is also a Trustee or a Connected Person may only receive benefits in accordance with Article 6.
- 5.4 Nothing in this Article 5 shall prevent a Member of the Charity or a Trustee receiving any benefit as a beneficiary (provided that such benefit shall be available in the same form to other beneficiaries who are not Trustees).

6. Permitted benefits

- 6.1 A Trustee or Connected Person must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity, except as set out in Articles 6.2, 6.3 and 6.4.
- 6.2 A Trustee or Connected Person may receive the following benefits from the Charity:
 - 6.2.1 reasonable and proper remuneration for any goods or services actually rendered to the Charity or a subsidiary of the Charity (excluding the service of acting as a Trustee and services performed by a Trustee as an employee of the Charity), provided that:-
 - (a) no more than half of the Trustees may be so remunerated in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee);
 - (b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
 - (c) a Trustee shall not vote on any resolutions relating to their remuneration (or relating to a Connected Person of a Trustee) and the procedure described in Article 10 (Conflicts of Interest) must be

followed in considering the remuneration of the Trustee or a Connected Person and in relation to any other decisions regarding the remuneration authorised by this Article;

- (d) the remuneration or maximum remuneration payable to the Trustee or Connected Person shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity; and
- (e) the Trustees are satisfied that the provision of services by that Trustee on the terms proposed are in the best interests of the Charity.

6.2.2 reasonable interest on the money lent to the Charity;

6.2.3 reasonable and proper payment to a company of which the Trustee or Connected Person does not hold a more than 1% of the shares or voting power;

6.2.4 reasonable and proper rent for premises demised or let by any Trustee or Connected Person; or

6.2.5 any payment or benefit with the prior written approval of Court or the Charity Commission.

6.3 A Trustee may also receive the following from the Charity:

6.3.1 reasonable out-of-pocket expenses;

6.3.2 reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 4.1.28 above; or

6.3.3 any payment to a Trustee under the indemnity provisions in these Articles.

6.4 A Trustee may only be employed by, or receive any Material Benefit from the Charity which is not otherwise authorised in this Article 6, if the remuneration, payment or benefit is authorised by the Court or the Charity Commission.

6.5 No Trustee shall vote on or be present during the discussion of, or the authorisation of, any decision in respect of matters set out in Article 6 applicable to that Trustee except where it relates to the approval of the purchase of indemnity insurance pursuant to Article 6.3.2 or the payment of an indemnity pursuant to Article 6.3.3, in each case where such payment is to be made to or for the benefit of a majority of the Trustees.

7. Amendments to these Articles

7.1 No amendments may be made to these Articles which would cause the Charity to cease to be a charity in law.

7.2 Amendments may only be made to the following Articles, with the prior written consent of the Charity Commission:

7.2.1 the Objects; or

7.2.2 any provision relating to what happens to the Charity's property on winding up; or

7.2.3 any provision which would provide for any benefit to be obtained by Trustees or Members or persons connected with them.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles.

8. Limited liability and guarantee

8.1 Each Member undertakes to pay £1 in the event of the Charity being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:-

8.1.1 payment of the debts and liabilities of the Charity incurred before they ceased to be a Member;

8.1.2 payment of the costs, charges and expenses of winding up; and

8.1.3 adjustment of the rights of the contributories among themselves.

8.2 The liability of the Members is limited to £1.

9. Indemnity of Trustees

9.1 For the purposes of this Article 9.1, "Relevant Trustee" means any Trustee or former Trustee of the Charity.

9.2 Without prejudice to any indemnity to which a Relevant Trustee or Company Secretary may otherwise be entitled, the Charity shall indemnify every Relevant Trustee or Company Secretary out of the assets of the Charity against all costs and liabilities incurred by the Relevant Trustee or Company Secretary in that capacity to the extent permitted by the Companies Act.

9.3 To the extent permitted by law, the Charity may provide funds to every Relevant Trustee or Company Secretary to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Relevant Trustee or Company Secretary provided that they will be obliged to repay such amounts no later than:

9.3.1 if they are convicted in proceedings, the date when the conviction becomes final; or

9.3.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or

9.3.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

10. Conflicts of Interest

10.1 For the purposes of this Article 10, "Conflict of Interest" means any direct or indirect interest of a Trustee (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the

interests of the Charity, because the Trustee or a Connected Person may receive a benefit from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity.

- 10.2 Subject to Article 10.4, whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Trustee must:
 - 10.2.1 fully declare the nature and extent of the interest before discussion begins on the matter,
 - 10.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Trustees,
 - 10.2.3 not be counted in the quorum for that part of the meeting or decision-making process,
 - 10.2.4 be absent during the vote and have no vote on the matter, and
 - 10.2.5 comply with any other requirement which the other Trustees resolve is necessary.
- 10.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question must be decided by a majority decision of the other Trustees.
- 10.4 When any Trustee has a Conflict of Interest, the Trustees who do not have a Conflict of Interest (if they form a quorum without counting the Trustee and are satisfied that it is in the best interests of the Charity to do so) may by resolution passed in the absence of the Trustee permit the Trustee, notwithstanding any Conflict of Interest which has arisen or may arise for the Trustee, to:
 - 10.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both,
 - 10.4.2 disclose to a third party information confidential to the Charity,
 - 10.4.3 take any other action not otherwise authorised which does not involve the receipt by the Trustee (or a Connected Person) of any payment or Material Benefit from the Charity, or
 - 10.4.4 refrain from taking any step required to remove the conflict.
- 10.5 Where a Trustee has a Conflict of Interest which has been declared to the Trustees, the Trustee shall not be in breach of that Trustee's duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence, provided that a Trustee may not withhold information relating to a direct or indirect personal benefit for the Trustee.
- 10.6 The Trustees shall observe the other duties and rules in the Companies Act, and such other rules as the Board adopts, in relation to the management of Conflicts of Interest.
- 10.7 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

MEMBERS AND MEMBERSHIP

11. Membership

- 11.1 The persons who are admitted to membership and whose names appear in the register of Members at the date of adoption of these Articles are the Members.
- 11.2 Membership is open to any person interested in furthering the Objects and who is admitted to membership by the Trustees.
- 11.3 A Member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.
- 11.4 The Board may determine criteria for membership and may set out in Regulations a procedure and requirements for applying for membership. The Board are not obliged to admit any person satisfying such criteria as Members and may decline in their absolute discretion any person's application and need not give reasons for such decision.
- 11.5 The Board may delegate the power to admit Members.
- 11.6 The Board may establish different classes of Members and may recognise one or more classes of associate members (who are not Members of the Charity for the purposes of the Companies Act) and set out their rights and obligations in Regulations.
- 11.7 The Board may determine subscriptions for Members which may be at different rates for different Members or categories of Members. All Members must pay the subscriptions (if any) that the Board determines from time to time.
- 11.8 The Board may determine subscriptions for associate members which may be at different rates for different associate members or categories of associate members. All associate members must pay the subscriptions (if any) that the Board determines from time to time.
- 11.9 Each Member which is an organisation must appoint one authorised representative and may at any time by giving notice in Writing cancel the appointment of its authorised representative and appoint another instead. An authorised representative is entitled to exercise on behalf of the Member the same powers as the Member could exercise if it were an individual Member of the Charity, including the right to attend, vote and speak at general meetings.

12. Ending of Membership

- 12.1 A Member stops being a Member if:
 - 12.1.1 the Member resigns by giving notice in Writing to the Charity (unless after the resignation there would be fewer than two remaining Members);
 - 12.1.2 any sum due from the Member to the Charity remains unpaid six months after it is due and the Board resolves to end that Member's membership;
 - 12.1.3 the Member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Member and

containing a warning that their membership may be ended and the Board resolves to end membership;

12.1.4 the Member dies or, in the case of an organisation, ceases to function or is wound up.

12.2 The Board may resolve to remove a Member from membership on the basis that it is in the best interests of the Charity that his membership is terminated by giving the Member notice in Writing, provided that:

(a) no later than 10 working days after receiving that notice the Member can appeal in Writing to the Charity against the termination;

(b) any appeal must be considered by a meeting of the Board, or a committee appointed by the Board; and

(c) the Member has the right to be heard at the meeting or may make written representations to it and the meeting shall either confirm the termination or reinstate the Member.

13. Register of Members

13.1 The Charity shall maintain a register of Members with an entry for each Member showing the Member's name and postal or other address and the date on which the Member became a Member and ceased to be a Member. The register of members must be kept at the Office or at a single alternative inspection location.

13.2 The register must be made available for inspection:

13.2.1 by any Member without charge; and

13.2.2 by any other person within five working days of receiving a request that is for a proper purpose in accordance with the Companies Act, and subject to the payment of a fee at a level that is permitted by law.

14. Annual General Meetings

14.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

15. General Meetings

15.1 All general meetings except annual general meetings are called general meetings.

16. Calling of General Meetings

16.1 The Board may call a general meeting at any time and must call a general meeting within 21 days of a written request from not less than five per cent. of the Members who have a right to vote at general meetings.

17. Notice of General Meetings

- 17.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 55.7). The notice must:
 - 17.1.1 indicate the place, date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - 17.1.2 include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.
- 17.2 Notice of the meeting must be given to all Members and Trustees of the Charity in accordance with Article 55. A meeting may be held on shorter notice by the agreement of not less than 90 per cent. of the Members entitled to attend and vote at it.

18. Quorum for General Meetings

- 18.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.
- 18.2 A quorum is:
 - 18.2.1 12 Members; or
 - 18.2.2 10 per cent. of the total number of Members,whichever is lower.

19. Chair of a General Meeting

- 19.1 The Chair (if any) of the Board should preside as chair at every general meeting of the Charity.
- 19.2 If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, then the Deputy Chair should preside as chair at the meeting.
- 19.3 If there is no Deputy Chair or if he is not present within 30 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

20. Adjournment if no Quorum

- 20.1 If a quorum is not present within half an hour after the appointed starting time, the meeting shall be adjourned to another day, time and place as the Board may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Articles 21.2 and 21.4 shall apply to an adjourned meeting.
- 20.2 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

21. Adjournment of a General Meeting

- 21.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 21.2 The chair of the meeting must decide the date, time and place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 21.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 21.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

22. Amendments to resolutions

- 22.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 22.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - 22.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 22.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 22.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

23. Voting on Resolutions

- 23.1 A resolution put to the vote of the meeting is decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:
 - 23.1.1 the chair of the meeting; or
 - 23.1.2 at least ten Members present in person or by proxy and having the right to vote at the meeting,save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.
- 23.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.
- 23.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.

*If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair of the meeting and insert the name and address of your appointee in the space that follows. ”

- 24.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

25. Voting and Speaking

- 25.1 Every Member present in person or by proxy has one vote on each issue at general meetings. The chair of the meeting does not have a casting vote.
- 25.2 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Charity have been paid.
- 25.3 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.
- 25.4 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.
- 25.5 A Trustee shall have the same rights as Members to attend and speak at general meetings but shall not be entitled to vote, save in his capacity as a Member.

26. Written Agreement to Resolution

- 26.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, Members may pass a written resolution without a meeting being held, provided that:
- 26.1.1 it is in Writing;
- 26.1.2 a copy of the proposed resolution has been sent to every eligible Member;
- 26.1.3 in the case of a Special Resolution it must be stated on the resolution that it is a Special Resolution, and it must be Signed by at least 75 per cent. of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- 26.1.4 in the case of an Ordinary Resolution it must be Signed by a majority of Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings; and
- 26.1.5 it is contained in a document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 26.2 A written resolution may consist of two or more documents in identical form Signed by Members and is passed when the required majority of eligible Members have signified their agreement to it.

27. Defect in appointment of a member

- 27.1 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a written resolution.

BOARD OF TRUSTEES

28. Powers of the Board

- 28.1 The business of the Charity is managed by the Board, which may use all the powers of the Charity that are not, by the Companies Act or by these Articles, reserved to the Members or to them in their capacity as Members.

29. Composition of the Board

- 29.1 The Board consists of those people in office at the date these Articles are adopted.
- 29.2 After that, the Board consists of:-
- 29.2.1 persons elected by Members of the Charity ("**Elected Trustees**"); and
 - 29.2.2 persons appointed pursuant to Article 33.1.
- 29.3 The Charity must always have a minimum of five Trustees. No person under the age of 16 may be appointed as a Trustee.
- 29.4 All members of the Board must be Members.

30. Nomination of Trustees

- 30.1 No person, other than the Chair, Deputy Chair or an Elected Trustee standing for re-election, shall be appointed or reappointed as Chair, Deputy Chair or as an Elected Trustee at any general meeting unless:
- 30.1.1 he is recommended by the Board or a Nominations Committee established by the Board; or
 - 30.1.2 not less than 28 nor more than 47 Clear Days before the date appointed for the meeting, notice executed by at least 20 Members qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- 30.2 Not less than 21 nor more than 35 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Board for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of directors.

31. Appointment of Chair, Deputy Chair and other Officers

- 31.1 The Chair and Deputy Chair shall be appointed by the Board from amongst the Trustees on such terms and conditions as the Board may determine.
- 31.2 The Trustees may appoint or remove any other officers that it wishes. Officers shall be appointed from among the Trustees, with the exception of the company secretary who may but need not be a Trustee.

32. Retirement of members of the Board

- 32.1 At each annual general meeting of the Charity one third of the Elected Trustees for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office. For the avoidance of doubt any Trustee who is being elected for the first time shall not count towards the calculation of one third.

- 32.2 Subject to Article 32.3, a retiring Elected Trustee shall be eligible for re-election by the Members.

- 32.3 At the ninth annual general meeting of the Charity after his initial election by the Members an Elected Trustee shall retire. Thereafter he shall be eligible for re-election by the Members on the recommendation of the Board but may only serve as a Trustee for a maximum of three further years after his re-election.

For the purposes of this Article 32.3 a year is the period between two annual general meetings.

- 32.4 The Trustees to retire in every year shall be those who have been longest in office since their last election by the Members, but as between persons who became Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 32.5 For the purposes of calculating whether a Trustee is due to retire under this Article, account shall be taken of any time served by the Trustee prior to the adoption of these Articles at the 2019 AGM.

33. Filling vacancies in the Board

- 33.1 The Board shall decide how many vacancies there are on the Board and can appoint anyone as a Trustee to fill a vacancy in the membership of the Board.

- 33.2 The persons so appointed pursuant to Article 33.1 will hold office until the next annual general meeting where they may be elected by the Members (unless they cease to be a Trustee prior to that by virtue of Article 34).

- 33.3 A person may only be appointed pursuant to Article 33.1 up to a maximum of nine times.

34. Disqualification, resignation and removal of Trustees

- 34.1 A Trustee shall cease to be a Trustee if the Trustee:-

- 34.1.1 becomes bankrupt or makes any arrangement or composition with their creditors;

- 34.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place;
- 34.1.3 is disqualified by law from serving as a charity trustee unless a waiver has been granted;
- 34.1.4 is considered by the Board to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and a majority of the other Trustees resolve that they must cease to hold office;
- 34.1.5 resigns by notice in Writing to the Trustees (but only if at least three Trustees will remain in office when the resignation is to take effect);
- 34.1.6 is absent without permission from three consecutive meetings of the Trustees and it is resolved by a majority of the other Trustees to remove the Trustee;
- 34.1.7 is removed from office by the Members convening a general meeting and removing the Trustee in accordance with the procedure set out in the Companies Act;
- 34.1.8 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting provided:
 - (a) at least half of the serving Trustees are present at the meeting; and
 - (b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Trustee in question; or
- 34.1.9 dies.

35. Notification of change of Trustees

- 35.1 All appointments, retirements or removals of Trustees and the Company Secretary (if any) must be notified to the Registrar of Companies and the Charity Commission.

36. President and Vice President

- 36.1 The Board may appoint and likewise remove any person on such terms as they think fit as the President and Vice President of the Charity. Such posts are honorary only and carry no vote or other rights.

DECISION-MAKING BY THE TRUSTEES

37. Meetings of the Board

- 37.1 The Trustees must hold at least four meetings each year.
- 37.2 The Board may meet, adjourn and run its meetings as it wishes, subject to these Articles and the Companies Act.

38. Calling a meeting

- 38.1 The Charity, if requested by the Chair or any three Trustees, must call a meeting of the Board.

39. Participation in meetings

- 39.1 Board meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

40. Quorum for Board meetings

- 40.1 The quorum for a Board meeting is at least 5 Trustees.
- 40.2 A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

41. Chair of Board meetings

- 41.1 The Chair or, if the Chair is unable or unwilling to do so, the Deputy Chair, or, if the Deputy Chair is unable or unwilling to do so, some other Trustee chosen by the Trustees present presides at each Board meeting.

42. Voting

- 42.1 Matters for decision at any meeting must be decided by a majority of votes and each Trustee has one vote (including the Chair).
- 42.2 If the votes are equal, the Chair has a second or casting vote.

43. Resolutions in Writing without a Board meeting

- 43.1 A resolution in writing (including by electronic means) approved by a majority of not less than 75% of eligible Trustees, shall be as valid and effectual as if it had been passed at a meeting of the Trustees and such resolution in writing may comprise of several documents containing the text of the resolution in like form signed by one or more Trustees provided the following conditions are complied with:

- 43.1.1 the resolution is circulated to all Trustees by one person being such person that has previously been nominated by the Trustees to perform such tasks, which person will usually be the Company Secretary but may for the avoidance of doubt be another member of staff or a Trustee (“the **Recipient**”);
- 43.1.2 following receipt of responses from the requisite majority of the eligible Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article;
- 43.1.3 the date the resolution is passed shall be the date of the communication from the Recipient confirming formal approval; and
- 43.1.4 the Recipient must prepare a minute of the decision in accordance with Article 51.1.1 which shall be authorised and ratified at the first meeting of the Trustees following the passing of the resolution.

- 43.2 Any Trustee may notify the Recipient in writing, before formal approval as set out in 43.1.2 has occurred, that the matter(s) to be decided pursuant to such resolution are inappropriate given the nature of the resolution and in such circumstances the written resolution procedure referred to in this Article 43 may not be used and any resolution purported to be passed shall be void and of no effect. In the event such Trustees object the Recipient shall promptly notify all the Trustees in writing and making arrangements to hold a meeting of Trustees which for the avoidance of doubt may be held in person or by electronic means.
- 43.3 References in this Article to eligible Trustees are to Trustees who would have been entitled to vote on the matter had it been proposed as a resolution at a Trustees' meeting.
- 43.4 A decision may not be taken in accordance with this Article if the eligible Trustees would not have formed a quorum at such a meeting.

44. Board's right to act despite vacancies

- 44.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the number fixed as the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

45. Validity of acts done at meetings

- 45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee, anything done before the discovery is valid.

DELEGATION BY THE BOARD AND COMMITTEES

46. Delegation by the Board

- 46.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles—
- 46.1.1 to such person or committee;
 - 46.1.2 by such means (including by power of attorney);
 - 46.1.3 to such an extent;
 - 46.1.4 in relation to such matters; and
 - 46.1.5 on such terms and conditions;
- as they think fit.
- 46.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom, or committee to which, they are delegated.
- 46.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

47. Delegation to committees

- 47.1 Any delegation to a committee must specify those who are to serve on the committee and the Board may co-opt any person who is not a Trustee to serve on a committee, provided that a committee must include at least two Trustees at all times.
- 47.2 All acts and proceedings of a committee must be reported to the Board as soon as possible.
- 47.3 A committee must not knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Board in accordance with a budget approved by the Board.
- 47.4 A committee may elect a chair of its meetings if the Board does not nominate one.
- 47.5 If at any meeting the committee's chair is not present within ten minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

48. Meetings of Committees

- 48.1 Unless the terms of reference for a committee provide otherwise:
 - 48.1.1 a committee may meet and adjourn whenever it chooses;
 - 48.1.2 the quorum for the meeting of a committee shall be not less than two;
 - 48.1.3 questions at a committee meeting must be decided by a majority of votes of the committee members present and in the case of an equality of votes, the chair of the committee meeting shall have a casting vote; and
 - 48.1.4 a committee must have minutes entered in minute books.

ADMINISTRATIVE MATTERS

49. Appointment and Removal of a Company Secretary

- 49.1 The Board may (but need not) appoint and remove a Company Secretary in accordance with the Companies Act and may decide his period of office, pay and any conditions of service.

50. Appointment of Reporting Accountants or Auditors

- 50.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

51. Records

- 51.1 The Board must keep records of:-
 - 51.1.1 all proceedings at Board meetings (including the names of the Trustees present);
 - 51.1.2 all written resolutions

51.1.3 all reports of committees

51.1.4 all proceedings at general meetings; and

51.1.5 all professional advice received.

51.2 Board minutes must be kept for a minimum of 10 years from the date of the meeting.

52. The Seal

52.1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.

52.2 The Seal may only be used by the authority of the Board or of a committee authorised by the Board.

52.3 Everything to which the Seal is affixed must be signed by two persons authorised by the Board. Where the Board has not authorised any such persons it must be:-

52.3.1 signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or

52.3.2 signed by a Trustee and witnessed by an independent third party.

53. Articles, accounts and other statutory records

53.1 The Accounts, the Articles must be kept at the Office or at a single alternative inspection location decided by the Board.

53.2 The Articles must be available for inspection by the Members of the Charity and any Member who requests a copy of the Articles must be sent a copy.

53.3 The Accounts must always be open to inspection by Trustees. The Trustees must decide whether, how far, when, where and under what rules the Accounts may be inspected by Members who are not Trustees. A Member who is not a Trustee may only inspect the Accounts or any records of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

54. Accounts and returns

54.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit or examination of Accounts and the preparation of Accounts, and annual reports and returns.

54.2 The Board must, for each financial year, send a copy of its annual Accounts and reports (or if applicable summary financial statements) to every person who is entitled to receive notice of general meetings at the same time as they file the Accounts with Companies House, within 9 months of the end of the Charity's financial year.

54.3 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in the Companies Act).

- 54.4 To the extent required by law, the Board must file the Accounts and reports (or summary financial statements) with Companies House within 9 months of the end of the Charity's financial year or within any other deadlines specified by law.
- 54.5 The Board must file with the Charity Commission the Accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within 10 months of the end of the Charity's financial year or any other deadlines specified by the Charity Commission.

55. Service of Notices

- 55.1 The Charity may provide notices, accounts or other documents to any Member either:
 - 55.1.1 in person; or
 - 55.1.2 by hand-delivery or ordinary post to the Member's registered address;
 - 55.1.3 if the Member has provided the Charity with an email address, by email to that address (subject to the Member having consented to receipt of the notice, documents or accounts in this way); or
 - 55.1.4 in accordance with the provisions for communication by website set out below.
- 55.2 If a Member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which the Member has provided to the Charity for that purpose, or in accordance with the other methods set out in Article 55.1.
- 55.3 However, a Member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email.
- 55.4 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Charity correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Charity receives no indication that they have not been received.
- 55.5 Any notice or other document sent in accordance with these Articles is to be treated as having been received:
 - 55.5.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;
 - 55.5.2 if sent by email, 24 hours after having been properly sent; or
 - 55.5.3 immediately on being handed to the recipient personally.
- 55.6 The Charity may assume that any e-mail address provided to it by a Member remains valid unless the Member informs the Charity that it is not.

- 55.7 Where a Member has informed the Charity in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

56. Irregularities

- 56.1 The making of any decision, or the proceedings at any meeting of the Trustees, Members or a committee shall not be invalidated by reason of:
- 56.1.1 any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice,) or
- 56.1.2 the lack of qualification in any of the persons present and voting,
- unless a provision of the Companies Act specifies that the informality, irregularity or lack of qualification shall exclude it.

57. Who is Entitled to Notice of General Meetings

- 57.1 Notice of every general meeting must be given to:-
- 57.1.1 every Member;
- 57.1.2 the reporting accountants or auditor of the Charity;
- 57.1.3 all Trustees; and
- 57.1.4 any President, Vice President or other honorary position.

58. Regulations

- 58.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a Special Resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

59. Winding-up of the Charity

- 59.1 If the Charity is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets must be applied in one or more of the following ways:
- 59.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to the Objects;

- 59.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or
 - 59.1.3 by transfer to a Member, where the assets are to be applied for charitable purposes within, the same as, or similar to the Objects.
- 59.2 The recipient(s) of the remaining assets of the Charity shall be chosen by resolution of the Board at or before the time of winding-up or dissolution.