Document: Company limited by Guarantee and not having a Share Capital Articles of Association – Cardiff Conservation Volunteers

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Abstract: Articles of Association for Cardiff Conservation Volunteers

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1. Interpretation

In these Articles:

"the Charity"	means the company intended to be regulated by these articles i.e. Cardiff Conservation Volunteers.
"the Act"	means the Companies Act 1985 as defined in section 2 of the Companies Act 2006 in so far as they apply to the Charity.
"the articles"	means these Articles of Association of the Charity.
"clear days"	In relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
"executed"	Includes any mode of execution.
"the memorandum"	means the memorandum of association of the Charity.
"office"	means the registered office of the Charity as defined by section 97 of the Charities Act 1993.
"secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint, assistant or deputy secretary.
"the trustees"	means the directors of the Charity and "trustee" has a corresponding meaning.
"the United Kingdom"	means Great Britain and Northern Ireland.
"member"	means member or the Charity haying been paid up as such. Trustees are also members of the Charity.
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006

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

Subject as aforesaid, words or expression contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. Objects

The Objects of the Charity are to promote the conservation, protection and improvement of the physical and natural environment anywhere whilst observing safe work practices, to advance public education in environmental matters and of better conserving, protecting and improving the same whatsoever.

3. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:

(1) To raise funds

(2) To buy, take on, lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) To 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 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

(4) 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 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006,if it wishes to mortgage lands.

(5) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(6) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

(8) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) 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 7 and provided it complies with the conditions in that article;

(10) To deposit or invest funds; and arrange for the investments or other property of the charity to be held in the name of a nominee, if agreed by all the trustees, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000;

(11) To provide indemnity insurance for the trustees in accordance with, and subject to the conditions of in section 73F of the Charities Act 1993; and

(12) To pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

4. Application of Land and Property

(1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

(2) (a) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expenses in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

(c) A trustee may not receive any other benefit or payment unless it is authorised by article 3.

(3) Subject to article 3, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving;

- A benefit from the charity in the capacity of a beneficiary of the charity;
- Reasonable and proper remuneration for any goods or services provided to the charity.

5. Benefits and payments to trustees and connected persons

(1) No trustee or connected person may

(a) Buy any goods or services from the charity on terms preferential to those applicable to others;

(b) Sell goods, services, or any interest in land to the charity;

(c) Be employed by, or receive any remuneration from, the charity;

(d) Receive any financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the Court or the Charity Commission.

(2) (a) A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way

(b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.

(c) Subject to sub-clause (3) of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.

(d) A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).

(e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

6. Declaration of trustees' interests

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

7. Conflicts of interests and conflicted loyalties

1. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

(i) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(ii) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and

(iii) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

8. Members

8.1 The subscribers of the Memorandum of Association and such other persons as agreed shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Charity.

8.2 Any person who subscribes a yearly subscription of not less than £3 shall become qualified to be an ordinary member thereof. Such subscriptions may be varied from time to time as determined by the Annual General Meeting.

8.3 Any person may signify, by writing to the Membership Secretary of the Charity, his desire to become such member, and the Secretary shall upon the Charity electing him to membership and upon payment by him of his first subscription, enter the name of such person in the books of the Charity, and upon such entry such person shall become a member accordingly. However, an application may be refused by the trustees if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse or terminate the membership. The trustees will inform the applicant or member in writing of the reasons for the refusal within 21 days of the decision. They must consider any written representations made about the decision. The trustees' decisions following any written representations must be notified in writing but shall be final.

8.4 Any member of the Charity who shall desire to retire shall signify such desire in writing to the Membership Secretary, and thereupon his name shall he removed from the list of members and he shall be deemed to have retired. Any member of the Charity who shall have neglected and failed to pay his yearly subscription for six months after it has become due shall be liable to have his name removed from the list of members by resolution of the trustees and in case of such removal his membership of the Charity shall determine. For the purposes of this Article all subscriptions shall be deemed to become due on the anniversary of his being admitted to membership.

8.5 A register of names and addresses of members will be maintained

8.6 Any corporation which becomes a member under Article 7 may appoint, by writing, a person to act on its behalf and may in like manner remove any person so appointed arid appoint another in his place, and such person may exercise arid enjoy on behalf of such corporation, all the rights and privileges incidental to its membership so long as such membership continues and his appointment is not determined.

8.7 All members shall be eligible to serve as Trustees, who must be members.

8.8 No right or privilege of any member shall be in anyway transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

8.9 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/she continues to be a member or within a year after ceasing to be a member for:

(1) Payment of the charity's debts and liabilities incurred before he/she ceased to be a member;

(2) Payment of the costs, charges and expenses of winding up; and

(3) Adjustment of the rights of the contributories among themselves.

9. General Meetings

9.1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.

9.2 Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year or its incorporation or in the following year.

9.3 The annual general meeting shall be held at such times and places as the Trustees shall appoint.

10. Calling of General Meetings

10.1 The Trustees may call general meetings.

10.2 On the requisition of Members pursuant to the Act, the Trustees shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

10.3 If there are not sufficient Trustees to call a general meeting within the United Kingdom any Trustee or any member of the Charity may call a general meeting.

11. Notice of General Meetings

11.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as Trustee shall be called by at least 21 clear days' notice.

11.2 All other extraordinary general meetings shall he called by at least fourteen clear days' notice but a general meeting may he called by shorter notice of it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

11.3 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the-meeting as such.

11.4 The notice shall be given to all the members and to the trustees and auditors.

11.5 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.

11.6. A proxy may only be appointed if the member so represented provides his/her name and address to the Secretary.

11.7 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. The 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.

11.8 A resolution in writing agreed by a simple majority 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 made available to every eligible member;

(b) a simple majority 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

12. Proceedings at General Meetings

12.1 No business shall be transacted at any meeting unless a quorum is present.

12.1.1 A quorum shall be constituted of 6 persons entitled to vote upon the business of the meeting, each being a member or duly authorised representative of a member organisation.

12.1.2 If a quorum is not present within half an hour front the time the meeting was due to begin, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees shall determine.

12.2 The chair of the trustees, or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting.

12.2.1 If neither the chair nor such other trustee is present within 15 minutes after the time the meeting is due to begin, the trustees present shall choose one of their number to be chair.

12.2.2 If only one trustee is present and willing to act he or she shall be chair.

12.2.3 If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

12.3 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

12.4 If the chair has the consent of a meeting at which a quorum is present he may adjourn the meeting and must do so if so directed by the meeting.

12.4.1 No business other than the business which might reasonably have been transacted at the original meeting shall be transacted at the adjourned meeting.

12.4.2 When a meeting is adjourned for 14 days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.5 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the person chairing the meeting.

12.5.1

(a) The declaration by the person who is chairing the meeting of the result of the 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.

12.5.2

(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.

12.5.3

(a) A poll must be taken as the person 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.

12.5.4

(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.

12.6 A declaration by the chair that a resolution has been carried, unanimously carried, not carried or carried by a particular majority together with an entry to this effect in the minutes shall be conclusive evidence of the fact. There need be no proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.7 In the case of an equality of votes the chair shall be entitled to a casting vote.

12.8 The members present in person or in proxy ay a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to reconvened unless those details are specified in the resolution.

13. Votes of Members

13.1 Subject to Article 7.3, every member shall have one vote.

13.2 No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.

13.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to be tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

14. Trustees

14.1 The number of trustees shall be not less than 2 but shall not be subject to any maximum, unless otherwise determined by ordinary resolution.

14.2 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles.

14.3 Future trustees shall be appointed as provided subsequently in the articles.

14.4 No one may be appointed if he or she would be disqualified from acting under the provisions of the Act, article 39.

15. Powers of Trustees

15.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity.

15.2 No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction not been given.

15.3 The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

15.4 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles, the trustees shall have the following powers, namely:

15.4.1 To expend the funds of the Charity in such manner as they consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any

such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity.

15.4.2 To enter into contracts on behalf of the Charity.

15.4.3 To approve the Annual Report and financial statements

15.4.4 To ensure the Charity's surplus funds are invested in low-risk deposit accounts

15.4.5 To ensure that the Charity will ensure environmental, social, community and other sustainable development issues are considered when any decisions are made by the Charity.

16. Appointment & retirement of Trustees

16.1 If the Charity at the meeting at which a trustee retires does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re appointment of the trustee is put to the meeting and lost.

16.2 No person other than a trustee retiring shall he appointed or re-appointed a trustee al any general meeting unless he is recommended by the trustees.

16.3 No person may be appointed as a trustee unless he has attained the age of 18 years,

16.4 No person may be appointed as a trustee if not already a member and must sign a notice stating his/her particulars and willingness to be appointed.

16.5 Not less than 21 clear days before the date appointed for holding a general meeting notice shall be given to all persons entitled to receive notice of the meeting of any person:

16.5.1 Who is recommended by the trustees for appointment or re-appointment as a trustee at the meeting.

16.5.2 In respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as a trustee.

The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees.

16.6 Subject to the above, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

16.7 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees.

16.7.1 A trustee so appointed shall hold office only until the next following annual general meeting, If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

16.8 Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

16.9 Trustees are not paid any remuneration but shall be reimbursed expenses required to carry out duties involved with the charity.

17. Disqualification and removal of trustees

17.1 A trustee shall cease to hold office if he:

17.1.1 Ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

17.1.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

17.1.3 Resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

17.1.4 Is absent without the permission of the trustees from all their meetings held within a period of one year and the trustees resolve that his office be vacated.

17.1.5 Ceases to be a member of the charity,

18. Proceedings of trustees

18.1 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit.

18.2 A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees.

18.3 It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom.

18.4 Questions arising at a meeting shall be decided by a majority of votes, In the case of an equality of votes, the chairman shall have a casting vote.

18.5 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than a minimum of three trustees and this may allow for trustees being contactable by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.

18.6 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting,

18.7 The trustees may appoint one of their number to be the chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so the trustee so appointed shall preside at every meeting of trustees at which he is present.

18.7.1 But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside. or is not present within fifteen minutes after the meeting is due to begin, or if the trustee holding it is unwilling to preside or is not present within five minutes after the meeting is due to begin, the trustees present may appoint one of their number to be chairman of the meeting.

18.8 A resolution in writing or in electronic form agreed by all of the trustees entitles to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held/ The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

18.9 The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book The trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

(c) The trustees may revoke or alter a delegation.

(d) All acts and proceedings of any committees must be fully and promptly reported to trustees.

18.10 All acts done by the trustees, or a committee of trustees shall be valid notwithstanding the participation in any vote of a trustee:

(a) there was a defect in the appointment of any trustee, or if any trustee has become disqualified from holding office, or has vacated office or was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if without

(b) the vote of that trustee; and

(c) that trustee being counted in the quorum made by a majority of the trustees at a quorate meeting.

18.11 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity.

18.12 All cheques and orders for the payment of money from such account shall be signed by at least two trustees or other members agreed as signatories by the trustees.

19. Minutes

19.1Accurate records need to be kept of decisions made at meetings in an accessible format and, where appropriate, the reasons for the decisions.

The trustees shall keep minutes in an acceptable format kept for the purpose of all of the following:

19.1.1 Appointments of officers made by the trustees;

19.1.2 Proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting, the decisions made at the meetings; and where appropriate, the reasons for the decisions..

20. Accounts

Accounts shall be prepared in accordance with the provisions of Part VII of the Act. These 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.

21. Annual Report

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

22. Annual Return

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners and Companies House, as appropriate..

23. Notices

23.1 Any notice to be given to or by any person pursuant to the articles shall be in writing, which may be in electronic form, except that a notice calling a meeting of the trustees need not be in writing.

23.2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, by leaving it at that address, by giving it in electronic form to the member's address or by placing the notice on the charity website and proceeding the person with a notification in writing or in electronic form of the presence of the notice on the website. The notifications will state that it concerns a notice of the charity meeting and must specify the place, date and time of the meeting.

A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

23.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

23.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

23.5 Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given 48 hours after it was sent.

23.6 A notice may be placed on the charity website and the member may be provided with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it contains a notice of a meeting and must specify the place, date and time of the meeting.

23.7 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.

24. Indemnity

24.1 Subject to the provisions of sections 232 to 234 of the Companies Act 2006 every trustee, former trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in:

24.1.1 Defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted;

24.1.2 In connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duly or breach of trust in relation to the affairs of the Charity.

25. Rules

25.1 The trustees may from time to time make such rules or bye laws as they may deem necessary for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

25.1.1 The conduct of members of the Charity in relation to one another, and the Charity's servants;

25.1.2 The procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by articles;

25.1.3 Generally, all such matters as are commonly the subject matter of company rules.

25.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity, pprovided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or the articles.

26. Disputes

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.

27. Dissolution

27.1 The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) Directly for the Objects; or

(b) By transfer to any charity or charities for purposes similar to the Objects; or

(c) To any charity or charities for use for particular purposes that fall within the Objects.

27.2 Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after its debts and liabilities have been paid, or provisions 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.

27.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity – except to a member that is itself a charity - and if no resolution in accordance with article 25.1 is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Charities Commission.

	Signed	Witness	Witnessed	Date