

Company No 04970135

THE COMPANIES ACT 2006

Private Company Limited by Guarantee

Special Resolution of Kenya Education Partnerships (the "Company")

The following resolution was passed as a Special Resolution under section 283 of the Companies Act 2006 at the Annual General Meeting of the Company on Saturday 9 July 2011 at 6 00pm

SPECIAL RESOLUTION

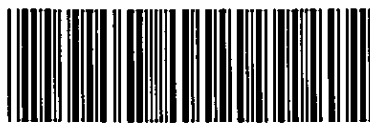
1 Ratification of a special resolution "That the constitution of Kenya Education Partnerships is repealed in its entirety and replaced with the updated Articles of Association document, as circulated with the Agenda for the 2011 AGM of Kenya Education Partnerships"

The form of the articles of association circulated with email notification of the Annual General Meeting on 16th June 2011 are attached to this resolution



Mr Tom Ebbutt
Director

MONDAY



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A35 18/07/2011 74

COMPANIES HOUSE

Company No. 04970135

ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED
BY GUARANTEE**

ARTICLES OF ASSOCIATION

OF

Kenya Education Partnerships

A35

18/07/2011
COMPANIES HOUSE

75



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Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
KENYA EDUCATION PARTNERSHIPS
(subject to adoption by the members of the charity)

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. MODEL ARTICLES

The regulations in the relevant model articles do not apply to the charity ¹

2. NAME

The charity's name is Kenya Education Partnerships

3. INTERPRETATION

3.1 In the articles, unless the context otherwise requires

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

articles means the charity's articles of association,

authenticated document means a document in hard copy or electronic form that is sufficiently authenticated for the purposes of section 1146 of the Companies Act 2006,

Chairman means the chairman of the directors appointed under article 24,

charity means the company intended to be regulated by the articles and, for the purposes of articles 7.2 to 7.4, shall include any company in which the charity

- (a) holds more than 50% of the shares, or
- (b) controls more than 50% of the voting rights attached to the shares, or
- (c) has the right to appoint one or more directors to the board of the company,

Chief Executive means the chief executive of the charity appointed under article 25,

¹ Relevant model articles is defined in the Companies Act 2006, s 20(2)

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

- (a) the day when the notice is given or deemed to be given, and
- (b) the day for which it is given or on which it is to take effect,

Commission means the Charity Commission for England and Wales,

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

connected person in respect of a person means

- (a) a child, parent, grandchild, grandparent, brother or sister of the relevant person,
- (b) the spouse or civil partner of the relevant person or of any person falling within paragraph (a) above,
- (c) a person carrying on business in partnership with the relevant person or with any person falling within paragraph (a) or (b) above,
- (d) an institution which is controlled
 - (i) by the relevant person or any person falling within paragraph (a), (b) or (c) above, or
 - (ii) by two or more persons falling within sub-paragraph (i) above, when taken together,
- (e) a body corporate in which
 - (i) the relevant person or any person falling within paragraph (a), (b) or (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (i) above who, when taken together, have a substantial interest,

Custodian means a body corporate or more than one who may be appointed by the directors under article 6 22,

delegable functions means

- (a) any function consisting of carrying out a decision that the directors have taken,
- (b) any function relating to the investment of assets (including, in the case of land held as an investment, managing the land and creating or disposing of an interest in the land),
- (c) any function relating to the raising of funds for the charity otherwise than by means of profits of a trade which is an integral part of carrying out the charity's charitable purposes, and
- (d) any other function prescribed by an order made by the Secretary of State under section 11(3) of the Trustee Act 2000,

directors means the directors of the charity, each of whom is a charity trustee as defined by section 97 of the Charities Act 1993,

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

electronic form has the meaning given in section 1168 of the Companies Act 2006,

in person includes, in relation to attendance or presence at general meetings and in the case of a member organisation, attendance or presence by an authorised representative,

Investment Manager means an individual, company or firm or more than one who may be appointed by the directors under article 6 20,

member means an individual or an organisation who is a member of the charity for the purposes of the Companies Acts,

memorandum means the charity's memorandum of association,

Nominee means a body corporate or more than one who may be appointed by the directors under article 6 21,

non-charitable trading means carrying on a trade for the purpose of raising funds for the charity other than a trade the profits of which are applied solely to the purposes of the charity and either

- (a) the trade is exercised in the course of the actual carrying out of a primary purpose of the charity,
- (b) the work in connection with the trade is mainly carried out by the beneficiaries of the charity,
- (c) the profits accrue to the charity from a lawful society lottery, or
- (d) the profits of the trade are entitled to exemption from tax under section 46 of the Finance Act 2000 or would have been so entitled by Extra Statutory Concession prior to 1 April 2000,

non-delegable functions means functions other than delegable functions,

Objects means the charity's objects, as described in article 5,

officers include (but are not limited to) the directors and the secretary (if any),

policy statement means a statement giving guidance as to how the investment management functions should be exercised by the Investment Manager under article 6 20 and includes any revised or replacement policy statement,

proxy notice has the meaning given in article 17,

registered office means the registered office of the charity,

seal means the common seal of the charity if it has one,

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

United Kingdom means the United Kingdom of Great Britain and Northern Ireland,

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, and

words importing one gender shall include all genders (masculine, feminine and neuter) and the singular includes the plural and vice versa

3 2 Unless the context otherwise requires, words or expressions contained in the articles and not defined in this article 3 have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

3 3 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

4. LIABILITY OF MEMBERS

4 1 The liability of the members is limited

4 2 Every member of the charity promises, if the charity is dissolved while he is a member or within 12 months after he ceases to be a member, to contribute such sum (not exceeding in aggregate £1) as may be demanded of him towards the payment of the debts and liabilities of the charity incurred before he ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

PART 2: OBJECTS AND POWERS

5. OBJECTS

The Objects are specifically restricted to the following

5 1 the advancement of pre-university education and health awareness in Kenyan schools, and the enhancement of British students' knowledge and understanding of East African society and culture, and

5 2 the promotion of such other purposes being exclusively charitable according to the law of England and Wales as the directors may from time to time determine²

6. POWERS³

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

² Note Any changes to the Objects require the consent of the Commission

³ Note The consent of the Commission under s 64 Charities Act 1993 to amend 'powers' is no longer required - consent of the Commission is only required for amendments to the Objects

- 6 1 to make grants and to provide other forms of assistance of a financial nature or assistance in kind, including loans (with or without interest),
- 6 2 to establish or support any charitable body formed for all or any of the charitable purposes included in the Objects,
- 6 3 to set aside income as a reserve for special purposes and/or against future expenditure,
- 6 4 to raise funds and to invite and accept (or disclaim) gifts or loans of money and any other property whatsoever, real or personal and subject or not to any special charitable trust or any condition, provided that in doing so the charity must not undertake any non-charitable trading,
- 6 5 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable, and to operate bank accounts in the name of the charity,
- 6 6 to conduct or promote the conduct of research and to publish knowledge acquired as a result of such research,
- 6 7 to promote and carry out or assist in promoting and carrying out surveys and investigations,
- 6 8 to advertise in such manner as may be thought expedient,
- 6 9 to acquire (whether by grant, assignment, licence, purchase, gift or otherwise) any copyright, patent, design right, trade mark, right of publication, translation or reproduction or other intellectual property right which may appear useful to the charity and to register, renew, revoke, license or assign or otherwise turn to account or use the same,
- 6 10 to provide or assist in providing exhibitions, lectures, meetings, conferences, seminars, classes and workshops,
- 6 11 to write, make, commission, print, and publish or distribute (gratuitously or otherwise) written materials, films, audio or visual tapes or other materials or assist in such activities,
- 6 12 to co-operate and enter into arrangements or agreements with any government departments, local authorities, other charities, voluntary bodies, statutory authorities, universities, colleges or professional, commercial or other bodies or persons and to exchange information and advice with them,
- 6 13 to purchase, take on lease or in exchange, hire or otherwise acquire property of any kind and to maintain and equip it for use,
- 6 14 to construct, alter and maintain any buildings,
- 6 15 subject to the requirements of the Charities Act 1993, as amended by the Charities Act 2006, to sell, lease or otherwise dispose of all or any part of the property belonging to the charity,
- 6 16 subject to the requirements of the Charities Act 1993, as amended by the Charities Act 2006, to borrow money and obtain any form of credit or finance on such terms as may be

thought fit and to charge the whole or any part of the property belonging to the charity as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation,

6 17 to lend money or give credit on such terms and conditions and on such security as may be thought fit,

6 18 subject to the requirements of the Charities Act 1993, as amended by the Charities Act 2006, to guarantee or give security for the performance of contracts or obligations by any person or body being legally associated with the charity,

6 19 to deposit funds or invest moneys of the charity not immediately required for its purposes in or upon such investments, securities or property as the directors may determine,

6 20 to appoint as the charity's Investment Manager on such reasonable terms as to remuneration and other matters as the directors determine a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either

- (a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000 (the *FSMA*), or
- (b) a company or firm of repute which is either an authorised person under the FSMA or an exempted person under the Financial Services and Markets Act 2000 (Exemption) Order 2001 (S I 2001/1201), except persons within paragraph 44 of the Schedule thereto,

and to delegate to the Investment Manager the exercise of any or all of the directors' investment management functions under article 6 19 including (where it is reasonably necessary to do so) terms

- (c) authorising the Investment Manager to appoint a substitute Investment Manager to exercise any or all of the Investment Manager's delegated functions on terms consistent with this sub-paragraph,
- (d) restricting the liability of the Investment Manager to the charity, and
- (e) permitting the Investment Manager to act in circumstances giving rise to a conflict of interests,

provided that the directors

- (i) may not authorise the Investment Manager to exercise any of their investment management functions except by an agreement which is in or evidenced in writing and which includes a term to the effect that the directors may, with reasonable notice, revoke the authority or vary any of its terms consistently with this sub-paragraph,
- (ii) may not authorise the Investment Manager to exercise any of their investment management functions
 - (A) except in accordance with a policy statement which is in or evidenced in writing, and

- (B) unless the agreement under which the Investment Manager is to act includes a term to the effect that he will secure compliance with the policy statement,
- (iii) must formulate the policy statement with a view to ensuring that the functions will be exercised in the best interests of the charity and must revise or replace the policy statement from time to time if they consider there is a need to do so, and
- (iv) must keep under regular review the arrangements under which the Investment Manager acts and how those arrangements are put into effect and must
 - (A) ensure that they are kept informed on the performance of the charity's investment portfolio managed by the Investment Manager and assess whether the policy statement is being complied with, and
 - (B) review the appointment of the Investment Manager and its terms at such intervals not exceeding 24 months as they determine,

6 21 to appoint on such reasonable terms as to remuneration and other matters as the directors may determine a body corporate which carries on a business which consists of or includes acting as a nominee to act as the charity's Nominee in relation to such of the assets of the charity as the directors may determine and to take such steps as are necessary to secure that those assets are vested in a Nominee so appointed. Any such appointment must be in or evidenced in writing. This sub-paragraph does not authorise the appointment of a Nominee on terms that

- (a) permit the Nominee to appoint a substitute Nominee,
- (b) restrict the liability of the Nominee to the charity, or
- (c) permit the Nominee to act in circumstances capable of giving rise to a conflict of interests,

unless in each case it is reasonably necessary to do so,

6 22 to appoint on such reasonable terms as to remuneration and other matters as the directors determine a body corporate which carries on a business which consists of or includes acting as a custodian to act as the charity's Custodian in relation to such of the assets of the charity as the directors may determine and to take such steps as are necessary to secure that those assets are vested in a Custodian so appointed. Any such appointment must be in or evidenced in writing. This sub-paragraph does not authorise the appointment of a Custodian on terms that

- (a) permit the Custodian to appoint a substitute Custodian,
- (b) restrict the liability of the Custodian to the charity, or
- (c) permit the Custodian to act in circumstances capable of giving rise to a conflict of interests,

unless in each case it is reasonably necessary to do so,

6 23 subject to articles 6 20, 6 21, 6 22 and 7, to appoint on such reasonable terms as to remuneration and other matters as the directors determine agents and to delegate to any such agent or to any such agents jointly the exercise of any or all of the directors' functions, provided that this sub-paragraph

(a) does not authorise the appointment of any agent on terms

(i) that

(A) permit the agent to appoint a substitute agent,

(B) restrict the liability of the agent to the charity, or

(C) permit the agent to act in circumstances capable of giving rise to a conflict of interests,

unless in each case in relation to the exercise of delegable functions, it is reasonably necessary to do so, or

(ii) that permit the remuneration of the agent for the exercise of non-delegable functions, and

(b) does not otherwise authorise the delegation of non-delegable functions except in accordance with the articles,

6 24 to the extent permitted by and subject to the conditions specified in article 7, to employ and remunerate on such reasonable terms as the directors determine such employees, independent contractors, voluntary workers and other staff as are necessary for carrying out the work of the charity,

6 25 subject to article 7, to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the charity or their widows, widowers or dependants,

6 26 to insure the property of the charity against any foreseeable risks and take out other insurance policies to protect the charity as required,

6 27 to provide indemnity insurance to cover the liability of any director, agent, employee, independent contractor or voluntary worker of the charity in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 and article 50,

6 28 to undertake and carry out any charitable trusts or agencies,

6 29 to secure the discharge of any of the charity's liabilities and obligations in any lawful manner,

6 30 to merge, amalgamate or affiliate with or to acquire or take over all or part of the undertaking or assets or to enter into any partnership or joint venture arrangement with any other charity, in each case having objects altogether or mainly similar to those of the charity,

6 31 to pay all expenses arising in connection with the formation and registration or recognition of the charity, both as a company and as a charity, in any part of the world, and

6 32 to do any other lawful thing in furtherance of the Objects

APPLICATION OF INCOME AND PROPERTY

7. MEMBERS' AND DIRECTORS' BENEFITS

7 1 The income and property of the charity shall be applied solely towards the promotion of the Objects

7 2 Save as set out in this article 7

(a) none of the income or property of the charity may be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member, and

(b) no director or any of his connected persons may

(i) buy any goods or services from the charity on terms preferential to those applicable to members of the public,

(ii) sell goods or services or any interest in land to the charity,

(iii) be employed by, or receive any remuneration from, the charity, or

(iv) receive any other financial or other benefit from the charity,

unless, in each case

(A) the payment is otherwise permitted by this article 7, or

(B) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

7 3 A director

(a) is entitled to be reimbursed from the property of the charity or may pay out of such property any reasonable travelling, hotel and other out-of-pocket expenses properly incurred by him when acting on behalf of the charity,

(b) may benefit from indemnity insurance cover purchased at the charity's expense (and such purchase may be arranged by the directors and payment for such insurance may be made by the charity) in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993 and article 50, and

(c) may receive an indemnity from the charity in the circumstances specified in article 49 1

7 4 Nothing in this article 7 shall otherwise prevent

(a) a member who is not also a director receiving

(i) a benefit from the charity in the capacity of a beneficiary of the charity, or

(ii) reasonable and proper remuneration from the charity for any goods or services supplied to the charity,

- (b) a director or his connected persons
 - (i) receiving a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way,
 - (ii) entering into a contract for the supply to the charity of services, or of goods that are supplied in connection with the provision of services, where that is permitted in accordance with, and subject to the conditions in, sections 73A to 73C of the Charities Act 1993 and sub-paragraph (d) below, or
 - (iii) taking part in the normal trading and fundraising activities of the charity on the same terms as members of the public,
- (c) a member, whether or not a director, or a director or his connected persons
 - (i) receiving interest on money lent to the charity at a reasonable and proper rate which must be two per cent (or more) per annum below the base rate of a clearing bank to be selected by the directors, or
 - (ii) receiving rent for premises let by that person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the person concerned shall withdraw from any meeting of the charity at which such a proposal or the rent or other terms of the lease are under discussion, or
- (d) any payment in good faith by the charity of
 - (i) professional fees to any director, or to any firm or body corporate in which any such director is beneficially interested, for services rendered to the charity when instructed by the other directors to act in a professional capacity on behalf of the charity, or
 - (ii) reasonable remuneration to the Chief Executive for the time being of the charity notwithstanding that he is a director for services rendered to the charity,

provided that

- (A) such director may not be present at or take part in any discussions or decision relating to such fees or remuneration and may not be counted in the quorum for that part of the meeting of the directors,
- (B) the other directors are satisfied that the level of fees or remuneration is reasonable having regard to the services rendered,
- (C) the other directors are satisfied that the engagement of such director's services is expedient in the interests of the charity having regard to his ability, qualifications or experience, and
- (D) the number of directors for the time being in receipt of fees or remuneration from the charity may not exceed a minority of the directors

PART 3: MEMBERS

8. MEMBERSHIP

- 8 1 The subscribers to the memorandum are the first members of the charity
- 8 2 Membership is open to other individuals or organisations who
- (a) are approved by the directors in their absolute discretion, and
 - (b) consent in writing to become members
- 8 3 Membership is not transferable
- 8 4 The directors must keep a register of members at the registered office, specifying
- (a) the names and addresses of each of the members,
 - (b) the date on which each person was registered as a member, and
 - (c) the date at which any person ceased to be a member

9. TERMINATION OF MEMBERSHIP

Membership is terminated if

- 9 1 the member dies or, if it is an organisation, ceases to exist,
- 9 2 the member, not being a sole member, resigns by giving not less than seven clear days' written notice to the charity,
- 9 3 any sum due from the member to the charity is not paid in full within six months of it falling due, or
- 9 4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his membership is terminated. A resolution of the directors to remove a member from membership may only be passed if
- (a) the member has been given at least 14 clear 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, and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to submit written representations to the meeting

ORGANISATION OF GENERAL MEETINGS

10. GENERAL MEETINGS

- 10 1 An annual general meeting must be held in each year and not more than 15 months may elapse between successive annual general meetings
- 10 2 The annual general meeting is held for the following purposes

- (a) to receive from the directors a full statement of account,
- (b) to receive from the directors a report of the activities of the charity since the previous annual general meeting,
- (c) to appoint the directors,
- (d) to appoint the charity's auditors, and
- (e) to transact such other business as may be brought before it

10 3 The directors may call a general meeting at any time

10 4 General meetings must be attended in person or by proxy unless, in the case of a general meeting, the directors for sufficient reason agree to participation under article 10 5

10 5 Subject to article 10 4, a general meeting may be held by any communication system which permits each participant

- (a) to hear each of the other participants addressing the meeting, and
- (b) if he so wishes, to address all the other participants simultaneously,

and each such participating member is deemed to be present in person or by proxy, as the case may be

11. NOTICE OF GENERAL MEETINGS

11 1 The minimum periods of notice required to hold a general meeting of the charity are

- (a) [21] clear days for an annual general meeting or a general meeting called for the passing of a special resolution⁴, and
- (b) 14 clear days for all other general meetings

11 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights

11 3 The notice must specify the date time and place (or, in the case of a meeting under article 10 5, the contact details) 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 17

11 4 The notice must be given to all the members and to the directors and auditors of the charity

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

⁴ Note Longer 21 day notice period not required for private companies under s 307 Companies Act 2006

12. QUORUM FOR GENERAL MEETINGS

12 1 No business shall be transacted at any general meeting unless a quorum is present

12 2 A quorum is two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting

12 3 The authorised representative of a member organisation shall be counted in the quorum

12 4 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine. 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 (or, in the case of a meeting under article 10 5, the contact details) of the meeting. If no quorum is present at the reconvened meeting within 15 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

12 5 A director may, notwithstanding that he is not a member, attend and speak at any general meeting

13. CHAIRING OF GENERAL MEETINGS

13 1 General meetings shall be chaired by the Chairman or, in his absence, any other director present nominated by the directors or, if only one director is present, that director

13 2 If neither the Chairman nor such other person specified in article 13 1 is present within 15 minutes of the time appointed for the meeting and willing to chair the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

14. ADJOURNMENT OF MEETING

14 1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

14 2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution adjourning the meeting

14 3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

14 4 If a meeting is adjourned by a resolution of the members for more than 14 days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting and the general nature of the business to be transacted

VOTING AT GENERAL MEETINGS

15. VOTING: GENERAL

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 duly demanded in accordance with the articles

16. POLL VOTES

16.1 Subject to the provisions of the Companies Acts, a poll may be demanded

- (a) by the person chairing the meeting,
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

16.2 The declaration by the person who is chairing the meeting of the result of a vote [and an entry to that effect in the minutes of the meeting] shall be conclusive unless a poll is demanded. 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

16.3 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. 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

16.4 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

16.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. 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, being not more than 30 days after it has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting must continue as if the demand had not been made

16.6 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, provided that no notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded

16.7 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting

17. CONTENT OF PROXY NOTICES

17.1 Proxies may only validly be appointed by a notice in writing (a *proxy notice*) which

- (a) states the name and address of the member appointing the proxy,

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the 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

17 2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

17 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

17 4 Unless a proxy notice indicates otherwise, it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

18. DELIVERY OF PROXY NOTICES

18 1 The proxy notice and any authority under which it is executed (or such copy of the proxy notice or the authority or both as the directors may approve) may be

- (a) deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote, or
- (b) [delivered to any director or to the secretary at the place where the meeting or adjourned meeting is to be held at any time on the day of (but before the time for holding) the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote],

and a proxy notice which is not deposited or delivered in a manner so permitted shall be invalid

18 2 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

18 3 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. 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

18 4 A vote given or poll demanded by proxy is valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the charity at the registered office or at such other place at

which the proxy notice was deposited or delivered before the commencement of the meeting or adjourned meeting at which the vote is given

18 5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person

19. WRITTEN RESOLUTIONS

19 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75 per cent) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

- (a) a copy of the proposed resolution has been sent to every eligible member,
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75 per cent) 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 (including by facsimile transmission) within the period of 28 days beginning with the circulation date

19 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement

19 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

19 4 The date of any resolution passed in accordance with this article 19 shall be the date that the resolution is signed by the last member to sign

20. RECORD OF DECISIONS OF SOLE MEMBER

Where, during any period when the charity has only one member, the member takes a decision which may be taken by the charity in general meeting and which has effect as if agreed by the charity in general meeting, the member must (unless that decision is taken by way of written resolution under article 19) provide the charity with a written record of that decision

21. VOTES OF MEMBERS

21 1 Subject to article 21 2, every member, whether an individual or an organisation, shall have one vote

21 2 In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting is entitled to a casting vote in addition to any other vote he may have

21 3 Any objection to the qualification of any voter (not being the person chairing the meeting) 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 In relation to the person chairing the meeting, the question must be decided by ordinary resolution of the other members

22. REPRESENTATIVES

22 1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity

22 2 The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

22 3 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.

PART 4: DIRECTORS AND OFFICERS

23. DIRECTORS: GENERAL

23 1 No person may be appointed a director

- (a) unless they are a natural person aged 18 years or older,
- (b) if he would be disqualified from acting under the provisions of article 31, and
- (c) until after signing a declaration of willingness to act as a director of the charity (whether on first or subsequent appointment)

23 2 The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

23 3 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

24. CHAIRMAN

The directors must appoint one of themselves to be Chairman. The Chairman holds office until he ceases to be a director or for such shorter period as the directors may determine.

25. CHIEF EXECUTIVE

25 1 Subject to the provisions of the Companies Acts, the directors may appoint and (subject to article 7) pay, upon such reasonable terms as the directors may determine, a Chief Executive of the charity to assist in the management of the business of the charity and to perform such duties and exercise such non-discretionary powers subject to such conditions as the directors may from time to time determine.

25 2 Any Chief Executive so appointed may be removed by the directors by reasonable notice.

26. SECRETARY

26 1 Subject to the provisions of the Companies Acts and to article 7, the directors may appoint a secretary on such reasonable terms as to remuneration and other matters and subject to such conditions as the directors may from time to time determine

26 2 Any secretary so appointed may be removed by the directors by reasonable notice

27. TREASURER AND OTHER OFFICERS

27 1 Subject to the provisions of the Companies Acts and to article 7, the directors may appoint a treasurer and such other officers as they may determine on such reasonable terms as to remuneration and other matters and subject to such conditions as the directors may from time to time determine

27 2 Any treasurer or other officer so appointed may be removed by the directors by reasonable notice

28. POWERS OF DIRECTORS

28 1 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. The powers given by this article shall not be limited by any special power given to the directors by the articles

28 2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors

28 3 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

29. RETIREMENT OF DIRECTORS

Subject to article 31, each director holds office for a period of two years from the date of his appointment (or such shorter period as he may agree) and, if qualified, is eligible for reappointment for a further period

30. APPOINTMENT OF DIRECTORS

The directors must be appointed by resolution of a meeting of the directors evidenced by memorandum under section 83 of the Charities Act 1993 or by a resolution in writing signed by all the directors under article 35 1

31. TERMINATION OF DIRECTOR'S APPOINTMENT

A director shall cease to hold office

- (a) if he ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (b) if he 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),

- (c) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (d) on the expiration of his term of office,
- (e) if he 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
- (f) if he 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 office be vacated

32. PROCEEDINGS OF DIRECTORS

32 1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles

32 2 Any director may and the secretary (if any) must, if requested to do so by a director, call a meeting of the directors

32 3 Not less than 48 hours' notice of a meeting of the directors must be given to all the directors

32 4 Questions arising at a meeting shall be decided by a majority of votes

32 5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

32 6 Meetings of the directors must be attended in person unless the directors for sufficient reason agree to participation under article 32 7

32 7 Subject to article 32 6, a meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

33. QUORUM FOR DIRECTORS' MEETINGS

33 1 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 For this purpose, "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

33 2 The quorum shall be two, or such larger number as may be decided from time to time by the directors

33 3 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

33 4 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

34. CHAIRING OF DIRECTORS' MEETINGS

34 1 The Chairman or, in his absence, some other director appointed by the directors shall chair meetings of the directors

34 2 If the person appointed to chair meetings of the directors is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting

34 3 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 by the directors

35. DIRECTORS' RESOLUTIONS IN WRITING

35 1 A resolution in writing signed and dated by a simple majority of the directors entitled to receive notice of a meeting of directors or of a committee of 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 or (as the case may be) a committee of directors duly convened and held provided that

- (a) a copy of the resolution is sent or submitted to all the directors eligible to vote, and
- (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date

35 2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

35 3 The resolution in writing is to be treated as passed at the date of the last signature

36. DELEGATION

36 1 Subject to articles 6 21 and 6 22, the directors may delegate any of their powers or non-delegable functions (except the power to terminate the office of a director) to a committee of two or more directors, provided that

- (a) the relevant powers are to be exercised exclusively by the committee to whom they are delegated,
- (b) any such delegation is subject to such conditions as the directors may from time to time impose,
- (c) all acts and proceedings of any committee must be reported promptly to the directors, and
- (d) no committee may incur expenditure except in accordance with a budget which has been approved by the directors

36 2 The directors may revoke or alter a delegation

36 3 The proceedings of any committee are governed by the articles regulating the proceedings of the directors so far as they are capable of applying

37. ADVISORY BOARD

37 1 The directors may establish an advisory board consisting of such persons as the directors from time to time determine to provide the directors with such advice in connection with the discharge of their functions as the directors may from time to time request

37 2 Members of any advisory board may (subject to article 7) be paid an honorarium for advice provided to the charity and may be paid all reasonable travelling, hotel and other out-of-pocket expenses incurred by them in connection with the discharge of their functions

37 3 The activities of any advisory board are to be regulated by rules made under article 51

38. DECLARATION OF DIRECTORS' INTERESTS

38 1 A director must, at a meeting of the directors, declare the nature and extent of any interest, direct or indirect, which he 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 and may not

- (a) be counted in the quorum for that part of the meeting, and
- (b) vote on any resolution concerning the matter

38 2 A director must absent himself from any discussions of the directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

39. REMUNERATION, BENEFITS ETC.

No director is accountable for any remuneration or other benefit received by him (whether by reason of his position with the charity or otherwise) from any body corporate, securities of which comprise the assets of the charity or any part thereof, provided that, where the director's appointment to a position with such body corporate resulted wholly or partly from the exercise of voting rights vested in the charity then such director is accountable for any remuneration or other benefit received by him, except to the extent that such remuneration or other benefit represents reasonable compensation for the services provided by the director to the body corporate concerned

40. CONFLICTS OF INTERESTS

40 1 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

40 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 person⁵

41. VALIDITY OF DIRECTORS' DECISIONS

41 1 Subject to article 41 2, 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 articles to vacate office, or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (i) the vote of that director, and
- (ii) that director being counted in the quorum,

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

41 2 Article 41 1 does not permit a director or a connected person to keep any benefit that may be conferred upon him by a resolution of the directors or of a committee of directors if, but for article 41 1, the resolution would have been void, or if the director has not complied with article 38

42. DETERMINATION OF A DIRECTOR'S RIGHT TO VOTE

If a question arises as to the right of a director to vote, the question must be referred to the Chairman (or, in his absence, the person chairing the meeting) and his ruling in relation to any director other than himself is final and conclusive. In relation to the Chairman (or, in his absence, the person chairing the meeting) the question must be decided by a resolution of the other directors

PART 5: ADMINISTRATIVE ARRANGEMENTS

43. REGISTER OF DIRECTORS

The directors must maintain a register of directors containing the following particulars with respect to each director

⁵ The Commission considers that the conflicts authorisation procedure should be limited to conflicts arising from a duty of loyalty to another organisation or person where there is no direct or indirect benefit of whatever nature to the director or connected person. In other circumstances involving a situation leading to a conflict of interests on the part of a director, the Commission is able to authorise the director to act notwithstanding the conflict where it is satisfied that this would be expedient in the interests of the charity (Charities Act 1993 s 26)

- (a) his present name, any former name, his usual residential address, his nationality, his business occupation (if any), particulars of any other directorships held or which have been held by him and his date of birth, and
- (b) the date on which he was appointed or re-appointed as a director and the date on which he ceased to be a director

44. SEAL

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

45. MINUTES

The directors must keep minutes of all

- (a) appointments of officers made by the directors,
- (b) proceedings at meetings of the charity,
- (c) meetings of the directors, committees of directors and any advisory board appointed under article 37, including
 - (i) the names of the directors present at the meeting,
 - (ii) the decisions made at the meetings, and
 - (iii) where appropriate the reasons for the decisions, and
- (d) professional advice obtained.

46. ACCOUNTS

46.1 The directors must prepare accounts for each financial year 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 Practice⁶

46.2 The directors must keep accounting records as required by the Companies Acts

47. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

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

- (a) transmission of the statements of account to the charity and (if necessary) to the Commission,
- (b) preparation of an Annual Report and its transmission to the Commission, and

⁶ Available on the Commission's website

(c) preparation of an Annual Return and its transmission to the Commission

47.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

48. MEANS OF COMMUNICATION TO BE USED

48.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 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

48.2 Subject to the articles but notwithstanding article 48.3, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors need not be in writing and may 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

48.3 Subject to article 48.2, any notice to be given to or by any person pursuant to the articles must be in writing

48.4 The charity may give any notice to a member either

- (a) personally,
- (b) by sending it by post in a prepaid envelope addressed to the member at his address,
- (c) by leaving it at the address of the member,
- (d) by giving it in electronic form to the member's address

48.5 The address for service of the charity is the registered office. Subject to article 48.6, the address for service of members and directors is the address recorded in the register of members and the register of directors respectively and, in the case of communications in electronic form, the address from time to time notified to the secretary (if any) or the directors by the members and directors (as the case may be)

48.6 A member or director 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, provided that any member or director whose address recorded in the register of members or the register of directors (as the case may be) is outside the United Kingdom but who from time to time gives to the secretary (if any) or the directors an address within the United Kingdom at which notice may be served on him is entitled to have notice served on him at that address

48.7 A member present in person or by proxy 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

48.8 Proof that

- (a) an envelope containing a notice was properly addressed, prepaid and posted, or
- (b) an electronic form of notice was properly addressed and sent in accordance with section 1147 of the Companies Act 2006,

shall be conclusive evidence that the notice was given

48 9 Notice shall be deemed to be given, in the case of

- (a) personal service, at the time of delivery,
- (b) service by post, 48 hours after the envelope containing it was posted,
- (c) an electronic form of communication (other than a facsimile transmission), 48 hours after it was sent, or
- (d) a facsimile transmission, at the time of despatch

DIRECTORS' INDEMNITY AND INSURANCE

49. INDEMNITY

49 1 The charity shall indemnify any director or former director or other officer of the charity against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

49 2 The charity may indemnify an auditor against any liability incurred by the auditor

- (a) in defending proceedings (whether civil or criminal) in which judgment is given in the auditor's favour or the auditor is acquitted, or
- (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to the auditor by the Court,

provided that

- (i) the indemnity does not apply to any liability to the extent that it is recovered from any other body or person, and
- (ii) the indemnity is subject to that relevant auditor taking all reasonable steps to effect such recovery, so that the indemnity does not apply to the extent that an alternative right of recovery is capable of being enforced

50. INSURANCE

50 1 The charity may purchase and maintain indemnity insurance to cover any director or former director or other officer for

- (a) any liability which by any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in his capacity of director or former director or other officer,
- (b) all costs, charges and expenses which may be incurred by him in contesting any such liability or alleged liability, and
- (c) all costs of a successful defence to a criminal prosecution against him in his capacity of director or former director or other officer,

but always excluding liability arising from any act or omission which the director, former director or other officer (as the case may be) knew to be a breach of duty or breach of trust or which was committed by the director, former director or other officer (as the case may be) in reckless disregard of whether it was or was not a breach of duty or breach of trust or for the costs of an unsuccessful defence to a criminal prosecution

50 2 The charity may also provide indemnity insurance to cover the liability of its agents, employees, independent contractors and voluntary workers against all such risks incurred in the performance of their duties as the directors may see fit

51. RULES

51 1 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

51 2 The rules or bye laws may regulate the following matters but are not restricted to them

- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, the conditions of membership, the terms on which members may retire or have their membership terminated, 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) the operation of bank accounts,
- (f) the custody of documents, and
- (g) generally, all such matters as are commonly the subject matter of company rules

51 3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws

51 4 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

51 5 The rules or bye laws shall be binding on all members of the charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

52. DISSOLUTION

52 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

52 2 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

52 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 articles 52 1 or 52 2 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