

**COMPANY NUMBER: 5907308**

**CHARITY NUMBER: 1116543**

THE COMPANIES ACT 1985 TO 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION**

OF

**RELIGIOUS EDUCATION COUNCIL OF ENGLAND AND WALES**

**Amended by Special Resolution dated 9 February 2018**

**1 NAME**

1.1 The name of the Charity is Religious Education Council of England and Wales.

**2 REGISTERED OFFICE**

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

**3 OBJECTS**

3.1 The Object is the advancement of education through the promotion of religious education in schools and places of further education and higher education.

**4 POWERS**

4.1 The Charity has the following powers, which may be exercised only in promoting the Objects:

4.1.1 to explore and clarify the aims of religious education in schools and colleges;

4.1.2 to promote the public understanding of religious education;

4.1.3 to provide a means of communication between member organisations on their activities, organisation and plans for the future;

4.1.4 to provide a forum for discussion of matters of common interest to member organisations;

4.1.5 to provide a means of involving its member organisations together in decision and policy making at national, regional and local level;

4.1.6 to take action either on behalf of the whole Charity or on behalf of named bodies, whilst respecting the right of any member organisation to act individually or to record a dissenting view;

4.1.7 to explore the relationship between religious education and related areas of the curriculum;

4.1.8 to fund, promote or carry out research;

4.1.9 to provide advice;

4.1.10 to publish or distribute information;

4.1.11 to co-operate with other bodies;

4.1.12 to support, administer or set up other charities;

4.1.13 to raise funds (but not by means of taxable trading);

4.1.14 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);

- 4.1.15 to acquire or hire property of any kind;
- 4.1.16 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 4.1.17 to make grants or loans of money and to give guarantees;
- 4.1.18 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.19 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Board considers necessary and having regard to the suitability of investments and the need for diversification);
- 4.1.20 to delegate the management of investments to a financial expert, but only on terms that:
  - (a) the investment policy is set down in writing for the financial expert by the Board;
  - (b) every transaction is reported promptly to the Board;
  - (c) the performance of the investments is reviewed regularly with the Board;
  - (d) the Board is entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangement are reviewed at least once a year;
  - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt; and
  - (g) the financial expert must not do anything outside the powers of the Board;
- 4.1.21 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Board or of a financial expert acting under its instructions, and to pay any reasonable fee required;
- 4.1.22 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;
- 4.1.23 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.1.24 to pay for indemnity insurance for the members of the Board;
- 4.1.25 subject to Article 5, to employ paid or unpaid agents, staff or advisers;
- 4.1.26 to enter into contracts to provide services to or on behalf of other bodies.

- 4.1.27 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 4.1.28 to pay the costs of forming the Charity; and
- 4.1.29 to do anything else within the law which promotes or helps to promote the Objects.

## **5 BENEFITS TO MEMBER ORGANISATIONS AND MEMBERS OF THE BOARD**

5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the member organisations but:

- 5.1.1 member organisations may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
- 5.1.2 member organisations and members of the Board may be paid interest at a reasonable rate on money lent to the Charity;
- 5.1.3 member organisations and members of the Board may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
- 5.1.4 member organisations who are also beneficiaries may receive charitable benefits in that capacity.

5.2 A member of the Board must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

- 5.2.1 as mentioned in Articles 4.1.24 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);
- 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- 5.2.4 payment to any company in which a member of the Board has no more than a 1 per cent shareholding; and
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

5.3 A member of the Board may not be an employee of the Charity, but a member of the Board or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

- 5.3.1 the goods or services are actually required by the Charity;
- 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Board in accordance with the procedure in Article 5.4; and

5.3.3 no more than up to one half of the members of the Board are interested in such a contract in any financial year.

5.4 Whenever a member of the Board has a personal interest in a matter to be discussed at a meeting of the Board or a committee, he or she must:

5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting; and

5.4.4 be absent during the vote and have no vote on the matter.

5.5 This Article may not be amended without the written consent of the Commission in advance.

## **6 DECLARATION OF BOARD MEMBER'S INTERESTS**

A member of the Board must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A member of the Board must absent himself or herself from any discussions of the Board 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), unless otherwise invited by the unconflicted members of the Board to contribute to such part of the discussions as the unconflicted members of the Board shall determine, provided that such conflicted member of the Board must be recused from voting on the matter in question.

## **7 CONFLICTS OF INTEREST**

7.1 A member of the Board must avoid a conflict of interest in relation to the Charity that is not authorised by the Board under this Article or does not relate to a transaction or arrangement that is authorised by any other provision of these Articles or by the Commission.

7.2 The Board may authorise a conflict of interest of a member of the Board (an "Interested Member") that is not authorised by any other provision of these Articles at a meeting of the Board where all of the following conditions apply:

7.2.1 the Interested Member has declared his or her interest at or before the meeting before discussion begins on the matter;

7.2.2 the Interested Member is absent from the meeting for that item;

7.2.3 the Interested Member is not counted in the quorum for that part of the meeting;

7.2.4 the members of the Board other than the Interested Member and any other interested member of the Board consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying; and

7.2.5 the Interested Member and any other interested member of the Board is absent during the vote and has no vote on the matter or in considering whether a quorum is present at the meeting.

7.3 Where a conflict of interest is authorised under Article 7.2 the Interested Member may:

7.3.1 continue to participate in discussions leading to the making of a decision and/or to vote; or

7.3.2 disclose to a third party information confidential to the Charity; or

7.3.3 take any other action not otherwise authorised which does not involve the receipt by the Interested Member or a Connected Person of any payment or material benefit; or

7.3.4 not be required to take any step required to remove the conflict.

7.4 In Articles 7.2 or 7.3 of these Articles reference to a conflict of interest only refers to a conflict of interest which does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.

7.5 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a member of the Board or Connected Person, only with the prior written consent of the Commission.

## **8 GUARANTEE**

8.1 Every member organisation promises, if the Charity is dissolved while it remains a member organisation or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while it was a member organisation.

## **9 DISSOLUTION**

9.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

9.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

9.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

9.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

9.2 A final report and statement of account must be sent to the Commission.

## **10 LIMITED LIABILITY**

10.1 The liability of member organisations is limited.

## **11 MEMBERSHIP**

- 11.1 The Charity must maintain a register of member organisations.
- 11.2 Membership of the Charity is open to any national organisation interested in promoting the Objects who:
- 11.2.1 applies to the Charity in the form required by the Board;
  - 11.2.2 signs its acceptance of the Aims of the Charity through an authorised representative;
  - 11.2.3 signs the register of member organisations or consents in writing to become a member organisation through an authorised representative;
  - 11.2.4 satisfies the Board that it meets the criteria for membership and, having taken account all relevant matters including but not limited to the requirements of the Equality Act 2012 that it is in the interests of the Charity to accept the applicant into membership, is proposed for membership by the Board; and
  - 11.2.5 is accepted into membership by the Council which shall have power to refuse membership only on the basis that the criteria for membership have not been satisfied and for no other reason.
- 11.3 The Council may adopt such:
- 11.3.1 different classes of membership (including informal membership); and
  - 11.3.2 respective privileges and duties for each class as may be proposed by the Board.
- 11.4 The Board may set the amounts of any subscriptions or affiliation fees as it thinks fit.
- 11.5 Membership is terminated if the member organisation concerned:
- 11.5.1 gives written notice of resignation to the Charity unless, after resignation, there would be less than two members;
  - 11.5.2 ceases to exist;
  - 11.5.3 is more than nine months in arrears in paying the relevant subscription or affiliation fee, if any (but in such a case the member may be reinstated on payment of the amount due); or
  - 11.5.4 is removed from membership by resolution of the Board on the ground that in their reasonable opinion the member organisation's continued membership is harmful to the Charity. The Board may only pass such a resolution after notifying the member organisation in writing and considering the matter in the light of any written representations which the member organisation concerned puts forward within 14 clear days after receiving notice.
- 11.6 Membership of the Charity is not transferable.

## **12 GENERAL MEETINGS**

12.1 Member organisations are entitled to attend, speak and vote at general meetings by:

12.1.1 nominating no more than one of its authorised representatives to vote on its behalf by notice in writing delivered to the Company Secretary no less than 48 hours before the time for holding the general meeting or adjourned meeting at which the authorised representative proposes to vote; or

12.1.2 the appointment of a proxy.

12.2 The following shall apply to voting at general meetings:

12.2.1 each member organisation has one vote on each issue which shall be cast by either:

(a) an authorised representative who has been nominated for the purpose under Article 12.1.1; or

(b) a proxy who has been appointed under Article 12.9;

12.2.2 the Chair of the meeting has a second or casting vote;

12.2.3 an individual who is an authorised representative of more than one member organisation may exercise a vote in respect of only one member organisation and must confirm before voting to the Company Secretary the member organisation for which the vote is cast; and

12.2.4 except where otherwise provided by the Articles or the Companies Act, every issue is decided by an ordinary resolution.

12.3 The Council may by ordinary resolution increase the number of authorised representatives of a member organisation.

12.4 The following may attend and speak at general meetings:

12.4.1 members of the Board, whether or not they are authorised representatives of member organisations; and

12.4.2 up to three authorised representatives of a member organisation.

12.5 Any person may attend any general meeting as an observer if they have been invited to do so by the chair of that meeting. Where a person is in attendance at any meeting as an observer that person shall not be entitled to speak unless invited to do so by the chair of that meeting and shall never be entitled to vote on any matter under consideration at that meeting.

12.6 General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.

- 12.7 Within 7 days from the date on which notice is received under Article 12.6 a member organisation may request the Board to add an item to the agenda for discussion at the meeting. Such request must be delivered in writing to the Company Secretary. No business may be proposed by a member organisation which in the view of the Board is defamatory of any person or is frivolous or vexatious.
- 12.8 Every notice of a general meeting shall include a prominent statement of the right to appoint a proxy that complies with the requirements of the Companies Act 2006.
- 12.9 The instrument appointing a proxy shall be in writing signed on behalf of the member organisation making the appointment and shall be in the following form or in any other form the Board may approve:

*[name of member organisation]*

of

being a member of Religious Education Council of England and Wales

hereby appoints

of

or failing him or her

of

to vote for me on my behalf at the Annual/Extraordinary or adjourned (as the case may be) general meeting of the Charity to be held on the [ ] day of [ ] 20 and at every adjournment thereof

AS WITNESS my hand this [ ] day of [ ] 20

- 12.10 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Board) may:
- 12.10.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as 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 instrument proposes to vote; or
- 12.10.2 in the case of an appointment contained in electronic means, where an address has been specified for the purpose of receiving communications by electronic means:
- (a) in the notice convening the meeting, or
  - (b) in any instrument of proxy sent out by the Charity in relation to the meeting, or

- (c) in any invitation contained in a communication sent by electronic means to appoint a proxy issued by the Charity in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (d) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (e) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Company Secretary or to any member of the Board;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 'address' in relation to electronic means, includes any number or address used for the purposes of such communications.

- 12.11 Each proxy appointment received by the Charity from a member organisation shall expire on the earlier of:
  - 12.11.1 receipt by the Charity of any replacement proxy appointment by that member organisation;
  - 12.11.2 the date such member organisation ceases to be a member organisation of the Charity; and
  - 12.11.3 the date of the next general meeting of the Charity.
- 12.12 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 12.13 No objection shall be raised to the qualification of any member or proxy to vote or demand a poll except at a meeting or adjourned meeting at which the vote, or demand for a poll, objected to is tendered, and every vote, or poll, not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 12.14 There is a quorum at a general meeting if the authorised representatives or proxies of member organisations represent at least one quarter of the member organisations.
- 12.15 The Chair or (if the Chair is unable or unwilling to do so) the Deputy Chair or (if the Deputy Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 12.16 The Charity must hold an AGM in May of every year.

- 12.17 At an AGM the member organisations:
- 12.17.1 receive the accounts of the Charity for the previous financial year;
  - 12.17.2 receive the Board's report on the Charity's activities since the previous AGM;
  - 12.17.3 elect the Chair, Deputy Chair, Honorary Treasurer and Company Secretary to fill any vacancies;
  - 12.17.4 elect Elected members of the Board to fill any vacancies;
  - 12.17.5 subject to the requirements of Article 11.2.5, decide whether or not to accept into membership such organisations as have been proposed by the Board under Article 11.2.4;
  - 12.17.6 appoint auditors for the Charity; and
  - 12.17.7 may discuss and determine any issues of policy or deal with any other business put before them by the Board.
- 12.18 Any general meeting which is not an AGM or a SRGM is an EGM.
- 12.19 An EGM may be called at any time by the Board and must be called within 28 clear days on a written request from at least seven member organisations.
- 12.20 A SRGM must be called in November in every year when the following business shall be included in the business of the meeting:
- 12.20.1 subject to the requirements of Article 11.2.5, the Council shall decide whether or not to accept into membership such organisations as have been proposed by the Board under Article 11.2.4; and
  - 12.20.2 the Council shall elect Elected members of the Board to fill any vacancies.
- 12.21 Not less than three clear calendar months' notice specifying the intention to propose a resolution as a special resolution must be given to the member organisations of any special resolution to alter the Articles of the Charity.
- 12.22 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 13 THE BOARD**
- 13.1 The members of the Board as charity trustees have control of the Charity and its property and funds.
- 13.2 The Board when complete consists of:

13.2.1 at least seven and not more than eighteen individuals, all of whom must be authorised representatives of member organisations at the date of appointment, comprising the following:

- (a) the Chair;
- (b) Deputy Chair;
- (c) Honorary Treasurer;
- (d) Company Secretary;
- (e) up to 8 Elected members of the Board who shall be elected by the members under the terms of Articles 13.3, 13.4 and 13.5;
- (f) up to 6 additional members co-opted by the Board under the terms of Article 13.10;

and

13.2.2 up to three individuals co-opted under Article 13.11 as specialist members of the Board, who may or may not be authorised representatives of member organisations, with particular skills and expertise required by the Board.

13.3 As at the date of amendment of these Articles, the Elected members shall consist of:

13.3.1 up to 3 members elected for an initial term of three years term;

13.3.2 up to 3 members elected for an initial term of two years; and

13.3.3 up to 2 members elected for an initial term of one year;

and at the expiry of these initial terms, the provisions of Article 13.5 shall apply.

13.4 The term of office for Elected members appointed at an AGM will commence on 1 September. The term of Elected members appointed at an SRGM will commence on 1 January.

13.5 The following shall apply to all members of the Board other than those appointed under Article 13.10 or 13.11:

13.5.1 no appointment shall be for a term exceeding three years; and

13.5.2 a person who remains qualified shall be eligible for re-appointment subject to a maximum of nine consecutive years; and

13.5.3 a person who has served nine consecutive years may become eligible for appointment or re-appointment for a further term once a period of one calendar year has elapsed after the end of his or her period of appointment during which he or she has not served as a member of the Board.

- 13.6 In his or her capacity as or in the performance of his or her functions and responsibilities as a member of the Board a person so appointed shall act independently of and shall not represent any member organisation.
- 13.7 Nominations for:
- 13.7.1 the Chair, Deputy Chair, Honorary Treasurer and Company Secretary, and
- 13.7.2 the Elected members of the Board
- must be in writing in such form as the Board may from time to time prescribe and left at the registered office of the Charity not later than 30 days before the date of the Annual General Meeting. All nominations shall be proposed and seconded by authorised representatives.
- 13.8 Every member of the Board after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Board.
- 13.9 A member of the Board's term of office automatically terminates if he or she:
- 13.9.1 is disqualified under the Charities Act from acting as a charity trustee;
- 13.9.2 is incapable, whether mentally or physically, of managing his or her own affairs;
- 13.9.3 is absent without notice from three consecutive meetings of the Board and is asked by a majority of the members of the Board to resign;
- 13.9.4 resigns by written notice to the Board (but only if at least two members of the Board will remain in office);
- 13.9.5 is removed by resolution of the member organisations present and voting at a general meeting after the meeting has invited the views of the member of the Board concerned and considered the matter in the light of any such views; or
- 13.9.6 has held office for nine consecutive years.
- 13.10 The Board may at any time co-opt any individual who is qualified to be appointed as a member of the Board to fill a vacancy in their number, but a member of the Board so appointed holds office only until 31 August following their appointment.
- 13.11 The Board may at any time co-opt any individual who is qualified to be appointed as a member of the Board as an additional specialist member of the Board to serve for a term or terms of one year.
- 13.12 The following shall apply to members of the Board appointed or re-appointed under Articles 13.10 and 13.11:
- 13.12.1 no appointment shall be for a term exceeding one year;

- 13.12.2 a person who remains qualified shall be eligible for re-appointment for a further term or terms but shall not serve for more than three consecutive years as a person appointed under Articles 13.10 or 13.11; and
- 13.12.3 a person who has served three consecutive years may become eligible for re-appointment for a further term once a period of one calendar year has elapsed after the end of his or her period of appointment during which he or she has not served as a member of the Board
- 13.13 If an Elected member of the Board ceases to be a member of the Board during their term of office ("Retiring Member"):-
- 13.13.1 a person should be elected at the next general meeting to serve the remainder of the Retiring Member's term of office; and
- 13.13.2 any person elected in accordance with Article 13.13.1 who remains qualified shall be eligible for re-appointment.
- 13.14 A technical defect in the appointment of a member of the Board of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

#### **14 PROCEEDINGS OF MEMBERS OF THE BOARD**

- 14.1 The Board must hold at least two meetings each year.
- 14.2 A quorum at a meeting of the Board is no less than one third of the total membership of the Board plus one, at least one of whom must be either the Chair, Deputy Chair, Honorary Treasurer or Company Secretary.
- 14.3 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in which all participants may communicate with all the other participants.
- 14.4 The Chair or (if the Chair is unable or unwilling to do so) the Deputy Chair or (if the Deputy Chair is unable or unwilling to do so) some other member of the Board chosen by the Board present presides at each meeting.
- 14.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the members of the Board is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 14.6 Except for the Chair of the meeting, who has a casting vote, every member of the Board has one vote on each issue.
- 14.7 A procedural defect of which the Board is unaware at the time does not invalidate decisions taken at a meeting.
- 14.8 Any person may attend any general meeting or any meeting of the Board or any committee of the Board as an observer if they have been invited to do so by the chair of that meeting. Where a person is in attendance at any meeting as an observer that person shall not be entitled to speak unless invited to do so by the chair of that meeting shall not be counted in

the quorum for that meeting and shall not be entitled to vote on any matter under consideration at that meeting.

## **15 POWERS OF THE BOARD**

15.1 The Board has the following powers in the administration of the Charity:

15.1.1 to delegate any of its functions to committees consisting of two or more individuals appointed by it. At least two members of every committee must be members of the Board and all proceedings of committees must be reported promptly to the Board;

15.1.2 to make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy;

15.1.3 to make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees;

15.1.4 to establish procedures to assist the resolution of disputes or differences within the Charity; and

15.1.5 to exercise any powers of the Charity which are not reserved to a general meeting.

## **16 CHAIR AND DEPUTY CHAIR**

16.1 The Chair and Deputy Chair shall each hold office for no longer than nine consecutive years.

## **17 RECORDS AND ACCOUNTS**

17.1 The Board must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

17.1.1 annual returns;

17.1.2 annual reports; and

17.1.3 annual statements of account.

17.2 The Board must keep proper records of:

17.2.1 all proceedings at general meetings;

17.2.2 all proceedings at meetings of the Board;

17.2.3 all reports of committees; and

17.2.4 all professional advice obtained.

17.3 Accounting records relating to the Charity must be made available for inspection by any member of the Board at any time during normal office hours and may be made available for inspection by member organisations who are not members of the Board if the Board so decides.

17.4 A copy of the Charity's latest available statement of account must be supplied on request to any member of the Board or member organisation. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

## **18 NOTICES**

18.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Charity.

18.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.

18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

18.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

18.3.2 two clear days after being sent by first class post to that address;

18.3.3 three clear days after being sent by second class or overseas post to that address;

18.3.4 on the date of publication of a newspaper containing the notice;

18.3.5 on being handed to the authorised representative of the member organisation personally; or, if earlier,

18.3.6 as soon as the member organisation acknowledges actual receipt.

18.4 A technical defect in the giving of notice of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

## **19 INTERPRETATION**

19.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.

19.2 In these Articles, unless the context indicates another meaning:

**AGM** means an annual general meeting of the Charity;

**Aims** means the aims of the Charity as determined from time to time by the Board and endorsed by the members in general meeting;

**the Articles** means the Charity's articles of association and 'Article' refers to a particular Article;

**authorised representative** means a company director of a member organisation or an individual who is authorised by a member organisation to attend and speak on its behalf at meetings of the Charity and whose name is given in writing to the Company Secretary;

**Chair** means the Chair of the Board;

**the Charity** means the company governed by the Articles;

**the Charities Act** means the Charities Act 2011;

**charity trustee** has the meaning prescribed by the Charities Act;

**clear day** means 24 hours from midnight following the relevant event;

**the Commission** means the Charity Commission for England and Wales or any body which replaces it;

**the Companies Act** means the Companies Act 2006;

**conflict of interest** means a situation in which a person has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Charity. A conflict of interest shall include a conflict of interest and duty or loyalty and a conflict of duties and loyalties;

**connected person** means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board, any firm of which a member of the Board is a member or employee, and any company of which a member of the Board is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

**the Council** means the member organisations acting by written resolution or at an AGM or an EGM;

**custodian** means a person or body who undertakes safe custody of assets or of documents or records relating to them;

**EGM** means an extraordinary general meeting of the Charity;

**electronic means** refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

**financial expert** means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

**financial year** means the Charity's financial year;

**firm** includes a limited liability partnership;

**Company Secretary** means the company secretary of the Charity;

**indemnity insurance** means insurance against personal liability incurred by any member of the Board for an act or omission which is or is alleged to be a breach of trust or breach of

duty, unless the member of the Board concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

**informal membership** refers to a supporter who may be called a 'member' but is not a company member of the Charity;

**material benefit** means a benefit which may not be financial but has a monetary value;

**member organisation** and **membership** refer to company membership of the Charity;

**member of the Board** means a director of the Charity and **members of the Board** or **the Board** means the directors;

**Memorandum** means the Charity's Memorandum of Association;

**month** means calendar month;

**nominee company** means a corporate body registered or having an established place of business in England and Wales;

**the Objects** means the Objects of the Charity as defined in Article 3 of these Articles;

**ordinary resolution** means a resolution agreed by a simple majority of the member organisations voting at a general meeting or in the case of a written resolution by member organisations who together hold a simple majority of the voting power;

**special resolution** means a resolution agreed by a 75% majority of the member organisations present and voting at a general meeting or in the case of a written resolution by member organisations who together hold 75% of the voting power;

**SRGM** means a general meeting to be held under the provisions of Article 12.20;

**taxable trading** means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

**written** or **in writing** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

**year** means calendar year.

- 19.3 Expressions defined in the Companies Act have the same meaning.
- 19.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 19.5 Words importing the singular number only shall include the plural number, and vice versa.
- 19.6 Words importing persons shall include corporations.