THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

LYMINGTON HOSPITAL FRIENDS

Company No 03575712

Registered Charity No 1070233

ARTICLES OF ASSOCIATION OF

LYMINGTON HOSPITAL FRIENDS

(Adopted by special resolution passed on 5 August 2025)

1. Interpretation
	1. in the articles:
		1. "**address**" means a postal address or, for the purposes of electronic communication, an e-mail or a telephone number for receiving text messages in each case registered with the charity;
		2. "**articles**" means the charity’s articles of association;
		3. "**charity**" means the company intended to be regulated by the articles;
		4. "**clear days**" in relation to the period of a notice means a period excluding:
			1. the day when the notice is given or deemed to be given; and
			2. the day for which it is given or on which it is to take effect;
		5. "**Commission**" means the Charity Commission for England and Wales;
		6. "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;
		7. a "c**onnected person**" as used in article 6, article 8.2 or article 28.2 means:
			1. a child, parent, grandchild, grandparent, brother or sister of the trustee;
			2. the spouse or civil partner of the trustee or of any person falling within article 1.1.7(a) above;
			3. a person carrying on business in partnership with the trustee or with any person falling within article 1.1.7(a) or 1.1.7(b) above;
			4. an institution which is controlled:
				1. by the trustee or any connected person falling within articles 1.1.7(a), 1.1.7(b) or 1.1.7(c) above; or
				2. by two or more persons falling within article 1.1.7(d)(i), when taken together; or
			5. a body corporate in which:
				1. the trustee or any connected person falling within articles 1.1.7(a), 1.1.7(b) or 1.1.7(c) above has a substantial interest; or
				2. two or more persons falling within article 1.1.7(e)(i) who, when taken together, have a substantial interest; or
				3. Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.
		8. "**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;
		9. "**Hospital**" means Lymington New Forest Hospital;
		10. "**memorandum**" means the charity’s memorandum of association;
		11. "**Objects**" means the objects of the charity set out in article 3;
		12. "**officers**" includes the trustees and the secretary (if any);
		13. "**secretary**" means any person appointed to perform the duties of the secretary of the charity; and
		14. "**trustees**" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
		15. “**members**” refers only to trustees, they become a member on becoming a trustee
		16. "**United Kingdom**" means Great Britain and Northern Ireland.
		17. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
		18. Unless the context otherwise requires words or expressions contained in the articles 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.
		19. 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.
2. Liability of members

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

* 1. payment of the charity’s debts and liabilities incurred before he, she or it ceases to be a member;
	2. payment of the costs, charges and expenses of winding up; and
	3. adjustment of the rights of the contributories among themselves.
1. Objects
	1. The charity's objects ("**Objects**") are specifically restricted to the following:
		1. to support the work of the Lymington New Forest Hospital to meet its objective to provide care to patients either as inpatients within the Hospital, having treatment at the Hospital or being cared for in the community supported by the Hospital and to generally enhance the patients’ care through charitable work within the Hospital.
2. Powers
	1. The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the charity has power:
		1. to educate the public in the needs of the patients of the Hospital and other patients in the community and to mobilise, encourage, foster and maintain the interest and support of the public in the Hospital;
		2. to recruit, and to assist in the recruitment of, voluntary workers in and for the Hospital;
		3. to supplement the service provided by the Hospital for the health, welfare and comfort of the patients therein and other patients in the community, by the provision of facilities, buildings and equipment which may be required for the treatment of such patients, or, for the efficient running of the Hospital;
		4. to provide, or assist in the provision of, amenities in the Hospital for patients and staff, including the provision and running of hospital shops, the establishment of clubs, health and recreation centres, hostels and rest and convalescent homes for the use and benefit of such persons;
		5. to promote or carry out research;
		6. to provide advice;
		7. to publish or distribute information;
		8. to raise funds and carry on trade so far as either the trade is exercised in the actual carrying out of a primary object of the company, or is temporary and ancillary to the said objects;
		9. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
		10. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
		11. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
		12. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
		13. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
		14. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
		15. to enter into contracts to provide services to or on behalf of other bodies;
		16. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
		17. to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
		18. to make grants or loans of money and to give guarantees;
		19. to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a "**Financial Expert**" (meaning a person who is reasonably believed by the trustees to be qualified to give advice on investments by reason of his or her ability in and practical experience of financial and other matters relating to investments), having regard to the suitability of investments and the need for diversification;
		20. to delegate the management of investments to a Financial Expert, but only on terms that:
			1. the charity's investment policy is set down in writing by the trustees for the Financial Expert;
			2. all transactions are reported promptly and regularly to the trustees;
			3. investment performance is reviewed regularly with the trustees;
			4. the delegation arrangement may be cancelled by the trustees at any time;
			5. a review of the investment policy and the delegation arrangement shall be carried out at least annually;
			6. all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the trustees on receipt; and
			7. the Financial Expert must not do anything outside the powers of the charity;
		21. to arrange for the investments or other property of the charity to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the trustees or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
		22. to insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required;
		23. to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
		24. to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
		25. to establish or purchase companies to carry on any trade; and
		26. to do anything else within the law which promotes or helps to promote the Objects.
3. Application of income and property
	1. The income and property of the charity shall be applied solely towards the promotion of the Objects.
	2. A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
	3. A trustee may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
	4. A trustee may receive an indemnity from the charity in the circumstances specified in article 32.1.
	5. A trustee may not receive any other benefit or payment unless it is authorised by article 6.
	6. Subject to article 6, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity.
4. Benefits and payments to charity trustees and connected persons
	1. **General Provisions**
		1. No trustee or connected person may:
			1. buy any goods or services from the charity on terms preferential to those applicable to members of the public;
			2. sell goods, services, or any interest in land to the charity;
			3. be employed by, or receive any remuneration from, the charity; or
			4. receive any other financial benefit from the charity,

unless the payment is permitted by article 6.2, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

* + 1. In this article a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value.
	1. **Scope and powers permitting trustees' or connected persons' benefits**
		1. A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
		2. A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
		3. Subject to article 6.3 a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.
		4. A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
		5. A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
		6. A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
	2. **Payment for supply of goods only - controls**

The charity and its trustees may only rely upon the authority provided by article 6.2.3 if each of the following conditions is satisfied:

* + 1. the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the charity;
		2. the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
		3. the other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so;
		4. the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
		5. the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting;
		6. the reason for their decision is recorded by the trustees in the minute book; and
		7. a majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 6.
1. Declaration of trustees' interests

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

1. Conflicts of interests and conflicts of loyalties
	1. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
		1. the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
		2. the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
		3. the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
	2. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.
2. Members
	1. The trustees from time to time shall be the only members. A trustee shall become a member on becoming a trustee.
	2. Membership is not transferable.
	3. The trustees must keep a register of names and addresses of the members. The register may be in electronic form.
3. Termination of membership
	1. A member shall cease to be a member if they:
		1. cease to be a trustee; or
		2. die.
4. General meetings
	1. The trustees may call a general meeting of the members at any time and such a meeting shall be held in accordance with the Companies Act 2006.
	2. The Company is not obliged to hold Annual General Meetings.
5. Notice of general meetings
	1. Fourteen clear days’ notice is required to hold a general meeting of the charity.
	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 percent of the total voting rights.
	3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting (AGM), 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 15.
	4. The notice must be given to all the members and to the trustees and auditors.
	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.
6. Attendance and speaking at general meetings
	1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
	2. A person is able to exercise the right to vote at a general meeting when:
		1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
		2. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
	3. The trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
	4. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
	5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
	6. The Chair of the meeting may permit persons who are not members of the charity to attend and speak at a general meeting but they shall not be entitled to vote or be counted in the quorum.
	7. Any general meeting may be held by video conferencing or other means of communication as the trustees shall from time to time permit.
7. Proceedings at general meetings
	1. No business shall be transacted at any general meeting unless a quorum is present.
	2. A quorum at a general meeting shall be the greater of:
		1. three members; or
		2. one-third of the total number of members (rounded down),

in each case, present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

* 1. The authorised representative of a member organisation shall be counted in the quorum.
	2. If:
		1. a quorum is not present within half an hour from the time appointed for the meeting; or
		2. during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the trustees shall determine.

* 1. The trustees must reconvene the meeting and must give at least seven clear days’ notice of the reconvened meeting stating the date, time and place of the meeting.
	2. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
	3. General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees. If:
		1. there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting;
		2. there is only one trustee present and willing to act, he or she shall chair the meeting; or
		3. no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
	4. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned and:
		1. the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution;
		2. no business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place; and
		3. if a meeting is adjourned by a resolution of the members for more than fourteen days, at least seven clear days’ notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
	5. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
		1. by the person chairing the meeting; or
		2. by at least two members present in person or by proxy and having the right to vote at the meeting; or
		3. 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.
	6. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
	7. 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.
	8. 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.
	9. 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.
	10. 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.
	11. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
	12. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
	13. 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.
	14. The poll must be taken within thirty days after it has been demanded.
	15. 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.
	16. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
1. Content of proxy notices
	1. Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
		1. states the name and address of the member appointing the proxy;
		2. identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
		3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
		4. 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, in any case not less than 48 hours before the time of the relevant meeting.
	2. The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
	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.
	4. Unless a proxy notice indicates otherwise, it must be treated as:
		1. 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
		2. 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.
2. Delivery of proxy notices
	1. 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.
	2. 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.
	3. 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.
	4. 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.
3. Written resolutions
	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%) 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:
		1. a copy of the proposed resolution has been sent to every eligible member;
		2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
		3. it is contained in an authenticated document which has been received at the address specified on the resolution within the period of 28 days beginning with the circulation date. A member's agreement to a proposed written resolution, once signified, cannot be revoked. For this purpose:
			1. if the document is sent to the charity in hard copy form, it is authenticated if it bears the signature of the person sending it; and
			2. if the document is sent to the charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the charity or, where no such manner has been specified by the charity, if it is accompanied by a statement of the identity of the sender and the charity has no reason to doubt the truth of that statement.
	2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
	3. In the case of a member that is an organisation, its authorised representative may signify its agreement.
	4. The members may require the charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Companies Act 2006.
4. Votes of members
	1. Every member, whether an individual or an organisation, shall have one vote.
	2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
	3. Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
	4. 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.
	5. Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.
5. Trustees
	1. A trustee must:
		1. be a natural person aged 18 years or older;
		2. be a member of the charity; and
		3. not be disqualified from acting under the provisions of article 22.1.
	2. The minimum number of trustees shall be three and (unless otherwise determined by ordinary resolution) the maximum number of trustees shall be fifteen.
	3. A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.
6. Powers of trustees
	1. The trustees 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.
	2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
	3. Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
7. Appointment of trustees
	1. Any person who is willing to act as a trustee, and who is permitted by law to do so, may be appointed to be a trustee by resolution of the trustees.
	2. In any case where, as a result of death, the charity has no members and no trustees, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a trustee.
	3. For the purposes of article 21.1, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
	4. The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.
8. Retirement of trustees
	1. The usual term of office for a trustee shall be three years, at the end of which they shall retire. Subject to article 22.2, a trustee shall be eligible for reappointment by the trustees for up to a further two terms, each of three years.
	2. No trustee shall serve for more than nine consecutive years, unless the trustees consider it would be in the best interests of the charity for a particular trustee to continue to serve beyond that period and that trustee is reappointed in accordance with the articles.
9. Disqualification and removal of trustees
	1. A trustee shall cease to hold office if he or she:
		1. ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;
		2. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re‑enactment or modification of those provisions);
		3. ceases to be a member of the charity;
		4. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
		5. is removed from office by a resolution of the members in accordance with s168 of the Companies Act 2006;
		6. is removed from office by a resolution of the trustees that it is in the best interests of the charity that their office be vacated passed at a meeting at which at least half of the trustees are present. Such a resolution must not be passed unless:
			1. the trustee has been given at least 14 clear days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it will be proposed; and
			2. the trustee has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other trustees must consider any representations made by the trustee (or the trustee's representative) and inform the trustee of their decision following such consideration. There shall be no right of appeal from a decision of the trustees to terminate the trusteeship of a trustee;
		7. resigns as a trustee by notice to the charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
		8. is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated; or
		9. has a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts.
10. Remuneration of trustees

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

1. proceedings of trustees
	1. The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
	2. Any trustee may call a meeting of the trustees by giving notice of the meeting to the trustees or by authorising the company secretary (if any) to give such notice.
	3. The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.
	4. Questions arising at a meeting shall be decided by a majority of votes. Each trustee has one vote on each matter to be decided.
	5. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
	6. A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
	7. If all the Trustees participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
	8. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made. "**Present**" includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
	9. The quorum shall be three or one-third of the total number of trustees (rounded down), whichever is the greater, or such larger number as may be decided from time to time by the trustees.
	10. A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
	11. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
	12. A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
	13. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.
	14. Acts done by a meeting of the trustees or of a committee or by a person acting as a trustee shall not be invalidated by the subsequent realisation that:
		1. the appointment of any such trustee or person acting as a trustee was defective; or
		2. any or all of them were disqualified; or
		3. any or all of them were not entitled to vote on the matter.
2. Trustees' Chair
	1. The trustees shall appoint a trustee as their chair. The appointment is subject to the following conditions:
		1. the chair shall serve a maximum term of three years although (subject to article 26.1.4) they may hold-over beyond this period until such time as their replacement has been appointed;
		2. the chair shall not be eligible for immediate reappointment;
		3. no trustee shall be eligible to vote on their own (re)appointment; and
		4. the other trustees may at any time revoke or shorten the length of the chair's appointment.
	2. If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
	3. The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.
3. Delegation
	1. The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
	2. The trustees may impose conditions when delegating, including the conditions that:
		1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
		2. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
	3. The trustees may revoke or alter a delegation.
	4. All acts and proceedings of any committees must be fully and promptly reported to the trustees.
4. Validity of trustees' decisions
	1. Subject to article 28.2, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
		1. who was disqualified from holding office;
		2. who had previously retired or who had been obliged by the constitution to vacate office;
		3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

* + 1. the vote of that trustee; and
		2. that trustee being counted in the quorum,

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

* 1. Article 28.1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 28.1, the resolution would have been void, or if the trustee has not complied with article 7.
1. Minutes
	1. The trustees must keep minutes of all:
		1. appointments of officers made by the trustees;
		2. proceedings at meetings of the charity;
		3. meetings of the trustees and committees of trustees including:
			1. the names of the trustees present at the meeting;
			2. the decisions made at the meetings; and
			3. where appropriate the reasons for the decisions.
2. Accounts
	1. The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
	2. The trustees must keep accounting records as required by the Companies Act.
3. Annual report and return and register of charities
	1. The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
		1. transmission of a copy of the statements of account to the Commission;
		2. preparation of an Annual Report and the transmission of a copy of it to the Commission;
		3. preparation of an Annual Return and its transmission to the Commission.
	2. The trustees must notify the Commission promptly of any changes to the charity’s entry on the Central Register of Charities.
4. Means of communication to be used
	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 Acts provide 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.
	2. Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
	3. Any notice to be given to or by any person pursuant to the articles:
		1. must be in writing; or
		2. must be given in electronic form.
	4. The charity may give any notice to a member either:
		1. personally; or
		2. by sending it by post in a prepaid envelope addressed to the member at their address; or
		3. by leaving it at the address of the member; or
		4. by giving it in electronic form to the member's address; or
		5. by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
	5. A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
	6. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
	7. Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
	8. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
		1. 48 hours after the envelope containing it was posted; or
		2. in the case of an electronic form of communication, 48 hours after it was sent.
	9. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
5. Indemnity

The charity shall indemnify a relevant trustee (meaning any trustee or former trustee of the charity) against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

1. Rules
	1. The trustees 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.
	2. The bye laws may regulate the following matters but are not restricted to them:
		1. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
		2. the conduct of members of the charity in relation to one another, and to the charity’s employees and volunteers;
		3. 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;
		4. the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
		5. generally, all such matters as are commonly the subject matter of company rules.
	3. The members in general meeting have the power to alter, add to or repeal the rules or bye laws.
	4. The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
	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.
2. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

1. IRREGULARITIES

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

1. dissolution
	1. On the winding up or dissolution of the charity, after provision has been made for all its debts and liabilities, any assets or property that remain (the **charity's remaining assets**) shall not be paid or distributed to the members but shall be applied or transferred:
		1. directly for the Objects; or
		2. by transfer to any charity or charities for purposes similar to the Objects; or
		3. to any charity or charities for use for particular purposes that fall within the Objects.
	2. The decision on who is to benefit from the charity's remaining assets, pursuant to article 37.1, may be made by resolution of the members at or before the time of winding up or dissolution and, subject to any such resolution of the members, may be made by resolution of the trustees at or before the time of winding up or dissolution.
	3. In the event that no resolution is passed by the members or by the trustees in accordance with this article, the charity's remaining assets shall be applied for charitable purposes as directed by the court or the Charity Commission.