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ARTICLES OF ASSOCIATION  
OF  
CENTRE FOR SPORT AND HUMAN RIGHTS LTD

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## 1. INTERPRETATION

### 1.1 In the articles:

"**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;

"**the articles**" means the charity's articles of association;

"**the charity**" means the company intended to be regulated by the articles;

"**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;

"**the 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;

"**the directors**" means the directors of the charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"**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;

"**the memorandum**" means the charity's memorandum of association; 'officers' includes the directors and the secretary (if any);

"**officers**" means the directors and the secretary;

"**secretary**" means any person appointed to perform the duties of the secretary of the charity;

**"the United Kingdom"** means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

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.

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**

2.1 The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

2.1.1 payment of the charity's debts and liabilities incurred before they cease to be a member;

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

2.1.3 adjustment of the rights of the contributories among themselves.

## 3. **MISSION**

The charity's mission is to advance a world of sport that fully respects and promotes human rights.

The charity pursues this mission by independently sharing knowledge, building capacity and strengthening the accountability of all actors involved in sport including by enabling collective action and by promoting the implementation of the Sporting Chance Principles.

## 4. **OBJECTS**

4.1 The charity's objects (the "**Objects**") are specifically restricted to the following:

4.1.1 To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) within the world of sport (in accordance with the Sporting Chance Principle) throughout the world by all or any of the following means:

(a) monitoring abuses of human rights

(b) obtaining redress for the victims of human rights abuse;

(c) relieving need among the victims of human rights abuse

- (d) research into human rights issues;
- (e) providing technical advice to government and others on human rights matters;
- (f) contributing to the sound administration of human rights law;
- (g) commenting on proposed human rights legislation;
- (h) raising awareness of human rights issues;
- (i) promoting public support for human rights;
- (j) promoting respect for human rights among individuals and corporations and other organisations and enterprises;
- (k) international advocacy of human rights; and
- (l) eliminating infringements of human rights.

4.1.2 In furtherance of each Object, but not otherwise, the directors shall have the power to engage in political activity, provided that the directors are satisfied that the proposed activities will further the purposes of the charity to an extent justified by the resources committed and the political activity is not the dominant means by which the charity carries out the Objects.

4.2 Nothing in the articles shall:

4.2.1 authorise an application of the property of the charity for purposes which are not charitable in accordance with sections 2 and 3 of the Charities Act 2011; and

4.2.2 authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## 5. **POWERS**

5.1 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

5.1.1 to manage and execute human rights projects related to sport;

5.1.2 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

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

- 5.1.4 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.
- 5.1.5 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;
- 5.1.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.1.10 to set aside income as part of an investment endowment fund or other similar investment to provide an additional income to the charity in the future, but only in accordance with a written policy about the endowment and other similar investments;
- 5.1.11 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 5 and provided it complies with the conditions in that article;
- 5.1.12 to:
  - (a) deposit or invest funds;
  - (b) employ a professional fund-manager; and
  - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;
  - (d) delegate the management of investments to a Financial Expert, but only on terms that:
    - (i) the Charity's investment policy is set down in writing by the Directors for the Financial Expert;
    - (ii) all transactions are reported promptly and regularly to the Directors;
    - (iii) investment performance is reviewed regularly with the Directors;

- (iv) the delegation arrangement may be cancelled by the Directors at any time;
- (v) a review of the investment policy and the delegation arrangement shall be carried out at least annually;
- (vi) 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 Directors on receipt;
- (vii) the Financial Expert must not do anything outside the powers of the Charity;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.13 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

5.1.14 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.

## **5.2 Application of income and property**

5.2.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.

- (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charity.
- (b) A director 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.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 37.
- (d) A director may not receive any other benefit or payment unless it is authorised by article 5.

5.2.2 Subject to article 5, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

- (a) a benefit from the charity in the capacity of a beneficiary of the charity;

- (b) reasonable and proper remuneration for any goods or services supplied to the charity.

## **Benefits and payments to charity directors and connected persons**

### **5.3 General provisions**

5.3.1 No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by article 5.4, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a '**financial benefit**' means a benefit, direct or indirect, which is either money or has a monetary value.

### **5.4 Scope and powers permitting directors' or connected persons' benefits**

- 5.4.1 A director 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 directors do not benefit in this way.
- 5.4.2 A director 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.
- 5.4.3 Subject to article 5.5 a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 5.4.4 A director 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).
- 5.4.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 5.4.6 A director 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.



## 5.5 Payment for supply of goods only – controls

5.5.1 The charity and its directors may only rely upon the authority provided by article 5.4.3 if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director 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.
- (b) 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.
- (c) The other directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) 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 them with regard to the supply of goods to the charity.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 5.

5.5.2 In articles 5.4 and 5.5:

- (a) "**charity**" includes any company in which the charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company.
- (b) "**connected**" person' includes any person within the definition in article 41 'Interpretation'.

## 6. **DECLARATION OF DIRECTORS' INTERESTS**

A director must declare the nature and extent of any interest, direct or indirect, which they have 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 director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

## 7. **CONFLICTS OF INTERESTS OF DIRECTORS**

7.1 Each director must declare to the Board of Directors the nature and extent of:

7.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the charity; and

7.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the charity or their duties to the charity.

7.2 For the avoidance of doubt, this declaration:

7.2.1 includes those interests or duties of which each of the other directors are, or ought reasonably to be already aware; and

7.2.2 does not include any interests that do not relate to the interests of the charity or to the matter being decided upon.

7.3 If a director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the charity, the Board of Directors may decide that such director is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision to be adopted by the Board of Directors, i.e. the other directors taking part in the decision-making process.

7.4 If a director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the charity, such director may participate in the decision-making process and may be counted in the quorum and vote unless:

7.4.1 the decision could result in the director or any person who is connected with them receiving a benefit other than reimbursement of approved expenses;

7.4.2 a majority of the other directors participating in the decision-making process decide to the contrary.

7.5 If a director with a conflict of interest or conflict of duties may not participate in the decision-making process, such director must:

7.5.1 take part in the decision-making process only to such extent as in the view of the other directors is necessary to inform the debate;

- 7.5.2 not be counted in the quorum for that part of the process; and
- 7.5.3 withdraw during the vote and have no vote on the matter.
- 7.6 Where a director has a conflict of interest or conflict of duties and such director has complied with their obligations under these Articles in respect of that conflict:
  - 7.6.1 the director shall not be in breach of their duties to the charity by withholding confidential information from the charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by the director; and
  - 7.6.2 the director shall not be accountable to the charity for any benefit expressly permitted under these Articles which they or any person connected with the director derives from any matter or from any office, employment or position.
- 7.7 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 these Articles, the unconflicted directors may authorise such a conflict of interests where one of the following conditions apply:
  - 7.7.1 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;
  - 7.7.2 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; or
  - 7.7.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- 7.8 The Board of Directors must ensure a register of directors' interests (including, for the avoidance of doubts, conflicts) in relation to their roles as such with the charity is maintained.
- 7.9 All acts done by a director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such director had been duly appointed and was qualified and had continued to be a director.
- 8. **MEMBERS**
- 8.1 The names of the members of the charity must be entered in the register of members.
- 8.2 The register of members is to be maintained and updated from time to time by the secretary.
- 8.3 New members may be included in the membership by unanimous vote by the existing members to invite new members to the charity;
- 8.4 If the applicant is refused:

- 8.4.1 the directors must, on behalf of the members, inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision; and
- 8.4.2 the members must consider any written representations the applicant may make about the decision. The members' decisions following any written representations must be notified to the applicant by the directors, on behalf of the members, in writing and shall be final.

## **9. SPECIFIC DUTIES OF THE MEMBERS**

9.1 Each member shall perform its duties with due care and in the best interest of the charity, in particular in accordance with any applicable law, these Articles, any rules and policies applicable to the members.

9.2 In particular, each member shall, at all times:

- 9.2.1 use its best efforts to ensure the charity is carrying out its mission and Objects (as set out in these Articles) and acts for the public benefit and no other purpose;
- 9.2.2 comply with English law, these Articles, any rules and policies adopted by the members and any rules and policies adopted by the board of directors and applicable to the members;
- 9.2.3 use its best efforts to ensure that they are accountable to the charity and not to stakeholders, donors, patrons or any other person; and
- 9.2.4 use its best efforts to ensure the charity is accountable.

## **10. TERMINATION OF MEMBERSHIP**

10.1 A member shall cease to be a member if:

- 10.1.1 they die, or if it is an organisation, ceases to exist;
- 10.1.2 they resign in writing to the charity. Such resignation to be effective immediately where there is at least one other member named on the register of members; or
- 10.1.3 they are excluded by the other members by unanimous vote of the remaining members with written justification that it is in the best interest of the charity if:
  - (a) the member being excluded has been given at least twenty-one (21) 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 to be excluded or, at the option of the member to be excluded, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10.2 Membership is not transferrable and shall cease on death, resignation, exclusion or in any other circumstances unless otherwise specified in writing and signed by a member of the board of directors.

10.3 Any contract or agreement (other than membership) between the leaving member and the charity must be terminated separately, in writing, by any of the charity and/or the leaving member, in accordance with its terms.

## 11. GENERAL MEETINGS

11.1 The charity must hold its first annual general meeting within fifteen (15) months after the date of its incorporation.

11.2 An annual general meeting must be held in each subsequent year and not more than fifteen (15) months may elapse between successive annual general meetings.

11.3 The officers may call a general meeting at any time.

11.4 Any member may request the board of directors in writing to call a general meeting in accordance with this Article 11.

11.5 All general meetings may be conducted virtually or in person.

## 12. NOTICE OF GENERAL MEETINGS

12.1 The minimum periods of notice required to hold a general meeting of the charity are:

12.1.1 twenty-one (21) clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

12.1.2 fourteen (14) clear days for all other general meetings.

12.2 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.

12.3 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, 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 14.

12.4 The notice must be given to all the members and to the directors and auditors.

12.5 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.

13. **PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A quorum is:
- 13.2.1 all members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
  - 13.2.2 one tenth of the total membership at the time whichever is the greater.
- 13.3 The authorised representative of a member organisation shall be counted in the quorum.
- 13.4 If:
- 13.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 13.4.2 during a meeting a quorum ceases to be present;  
the meeting shall be adjourned to such time and place as the directors shall determine.
  - 13.4.3 The directors must reconvene the meeting and must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - 13.4.4 If no quorum is present at the reconvened meeting within fifteen (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.
- 13.5 General meetings shall be chaired by the person or in their absence, by a member of the board of directors who has been appointed to chair meetings of the directors.
- 13.5.1 If there is no such person or they are not present within fifteen (15) minutes of the time appointed for the meeting a member nominated by the members shall chair the meeting.
  - 13.5.2 If there is only one (1) member present and willing to act, they shall chair the meeting.
  - 13.5.3 If no member is present and willing to chair the meeting within fifteen (15) 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.

- 13.6 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 13.6.1 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.
- 13.6.2 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.
- 13.6.3 If a meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 13.7 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:
- 13.7.1 by the person chairing the meeting; or
- 13.7.2 by all members present in person or by proxy and having the right to vote at the meeting; or
- 13.7.3 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.
- 13.8 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 13.9 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.
- 13.10 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.
- 13.11 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.
- 13.12 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.
- 13.13 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 13.14 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.15 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.

- 13.16 The poll must be taken within thirty (30) days after it has been demanded.
- 13.17 If the poll is not taken immediately at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.18 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

#### 14. **CONTENT OF PROXY NOTICES**

- 14.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 14.1.1 states the name and address of the member appointing the proxy;
  - 14.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 14.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 14.1.4 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.
- 14.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.3 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.
- 14.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 14.4.1 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
  - 14.4.2 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.

#### 15. **DELIVERY OF PROXY NOTICES**

- 15.1 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.
- 15.2 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.
- 15.3 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.



15.4 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.

16. **WRITTEN RESOLUTIONS**

16.1 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:

16.1.1 a copy of the proposed resolution has been sent to every eligible member;

16.1.2 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

16.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight (28) days beginning with the circulation date.

16.2 A resolution in writing may comprise several copies to which one (1) or more members have signified their agreement.

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

17. **VOTES OF MEMBERS**

17.1 Subject to article 9, every member, whether an individual or an organisation, shall have one (1) vote.

17.2 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.

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

17.4 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.

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

18. **DIRECTORS**

18.1 A director must be a natural person aged 16 years or older.

- 18.2 No one may be appointed a director if they would be disqualified from acting under the provisions of article 22.
- 18.3 The minimum number of directors shall be one (1) but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 18.4 The first directors shall be those persons notified to Companies House as the first directors of the charity.
- 18.5 A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.
- 18.6 In addition to all duties in law, at all times, directors shall be jointly responsible for promptly notifying the Chief Executive Officer (or if in relation to the Chief Executive Officer, the board of directors) of any known breach by a director of these Articles, any policy or rules of the charity. Where such person and/or organisation has knowledge of such breach and it is not notified, the person and/or organisation is themselves in breach of this Article.

19. **POWERS OF DIRECTORS**

- 19.1 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.
- 19.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 19.3 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.

20. **RETIREMENT OF DIRECTORS**

- 20.1 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director they must retire.
- 20.2 The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 20.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

21. **APPOINTMENT OF DIRECTORS**

- 21.1 The charity may by ordinary resolution of the members:

- 21.1.1 appoint a person who is willing to act to be a director; and
- 21.1.2 determine the rotation in which any additional directors are to retire.
- 21.2 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
  - 21.2.1 they are recommended for re-election by the directors; or
  - 21.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as a director;
    - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
    - (d) is signed by the person who is to be proposed to show their willingness to be appointed.
- 21.3 All members who are entitled to receive notice of a general meeting must be given not less than seven (7) nor more than twenty-eight (28) clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- 21.4 The directors may appoint a person who is willing to act to be a director.
- 21.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 21.6 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## 22. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 22.1 A director shall cease to hold office if they:
  - 22.1.1 cease to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 22.1.2 are 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);
  - 22.1.3 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 director and may remain so for more than three months;

- 22.1.4 is removed by resolution of the members;
- 22.1.5 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
- 22.1.6 is absent without the permission of the directors from all their meetings held within a period of six (6) consecutive months and the directors resolve that their office be vacated.

### 23. **REMUNERATION OF DIRECTORS**

The directors must not be paid any remuneration unless it is authorised by article 5.

### 24. **PROCEEDINGS OF DIRECTORS**

- 24.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 24.2 Any director may call a meeting of the directors.
- 24.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- 24.4 Questions arising at a meeting shall be decided by a majority of votes.
- 24.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 24.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 24.7 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. "**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.
- 24.8 The quorum shall be two (2) or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- 24.9 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.
- 24.10 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.
- 24.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 24.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

- 24.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to them by the directors.
- 24.14 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the 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 duly convened and held.
- 24.15 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.

## 25. **DELEGATION**

- 25.1 The directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two (2) or more directors but the terms of any delegation must be recorded in the minute book.
- 25.2 The directors may delegate the implementation of their decisions or day-to-day management of the affairs of the charity to any person or committee.
- 25.3 The directors may impose conditions when delegating, including the conditions that:
- 25.3.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - 25.3.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- 25.4 The directors may revoke or alter a delegation.
- 25.5 All acts and proceedings of any committees must be fully and promptly reported to the directors.

## 26. **PARITY OF INFORMATION**

- 26.1 The charity, through its board of directors, will at all times uphold and ensure transparency in all matters and in accordance with the policies (including the code of conduct of the charity as published from time to time (the "**Code of Conduct**").
- 26.2 To ensure transparency at any formal meeting of the charity, where any other member present raises a concern about either (i) not having sufficient information on the matter to reach a decision, (ii) not having had sufficient time to consider the matter or any additional information provided, or (iii) concerns that other members have acted in contradiction to the spirit of Article 13.1, the concern will be minuted and no decision on the matter will be taken at the meeting unless unanimously agreeable to all present or agreed to be deferred to a decision by e-mail or other means at a later date.

26.3 To ensure complete parity of information, members of the board of directors will each use best efforts to share with all other members in attendance at any meeting, all material information it possesses that may be of relevance to the agenda of the relevant meetings of the charity (including the general meeting and board meetings), including for the avoidance of doubt, details of any positions (including rationale) agreed by members of the meeting ahead of or outside of the meeting in respect to the agenda of the meeting.

27. **SUB-COMMITTEES**

27.1 The directors may, in their sole discretion resolve to set up any sub-committee they believe to be in the interest of the charity. The directors will ensure that a Sub-Committee Policy is maintained and reviewed regularly.

28. **VALIDITY OF DIRECTORS' DECISIONS**

28.1 Subject to article 28.2, 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:

28.1.1 who was disqualified from holding office;

28.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

28.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

28.1.4 the vote of that director; and

28.1.5 that director being counted in the quorum;

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

28.2 Article 28.1 does not permit a director or a connected person to keep any benefit that may be conferred upon them by a resolution of the directors or of a committee of directors if, but for article 28.1, the resolution would have been void, or if the director has not complied with article 6.

29. **MINUTES**

29.1 The officers must keep minutes of all:

29.1.1 appointments of officers made by the directors;

29.1.2 proceedings at meetings of the charity;

29.1.3 meetings of the directors and committees of directors including:

(a) the names of the directors present at the meeting;

(b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions.

### 30. ACCOUNTS

30.1 The directors 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.

30.2 The directors must keep accounting records as required by the Companies Act.

### 31. SIGNATURE POWERS

31.1 Each director shall have joint signature rights by two directors together signing on behalf of the charity.

31.2 Other signature powers (for example to the Chief Executive Officer) may be approved in writing by the board of directors, including on an *ad hoc* basis. The resolutions of the board of directors granting such signature powers may authorise certain directors (in accordance with their signature rights) to sign a written power of attorney (for external use) consistent with the resolutions of the board of directors.

### 32. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

32.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

32.1.1 transmission of a copy of the statements of account to the Commission;

32.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

32.1.3 preparation of an Annual Return and its transmission to the Commission.

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

### 33. CHIEF EXECUTIVE OFFICER

#### 33.1 Composition

33.1.1 The Chief Executive Officer is appointed by the board of directors. The Chief Executive Officer shall be employed by the charity, or any related entity controlled by the charity or with control of the charity, unless approved otherwise by the board of directors.

33.1.2 The Chief Executive Officer may be remunerated by the charity (or the relevant related entity controlled by the charity or with control of the charity) in accordance with an agreement in writing between the charity and the Chief Executive Officer.

33.1.3 The Chief Executive Officer must be a natural person and may not be a director or member of the charity or any related entity controlled by the charity or with control of the charity.

33.1.4 The Chief Executive Officer may resign, in writing, in compliance with the terms of the applicable employment agreement. The resignation notice must be notified to the Board of Directors. Any such resignation by the Chief Executive Officer to the employing entity will be a deemed resignation of the Chief Executive Officer from the charity.

### 33.2 Powers and Duties

33.2.1 The Board of Directors shall adopt an internal directive which, together with the content of any applicable employment agreement, shall set out the powers and duties of the Chief Executive Officer, including reporting duties.

### 33.3 Role of the Chief Executive Officer

33.3.1 The Chief Executive Officer shall (i) organise the management (in particular staff appointments and supervision) to ensure that it is sufficient and appropriate for the activities of the charity as prescribed by these Articles and (ii) otherwise direct the activities and administration of the charity subject to the authority of the Board of Directors and in accordance with these Articles.

33.3.2 The Chief Executive Officer shall have joint signature rights by two (together with any Director) on behalf of the charity unless explicit authority is otherwise delegated by the Board of Directors to the Chief Executive Officer or any other member of the management (including all members of staff) by way of internal directive of the Board of Directors. Such signature rights shall be in accordance with the Signing Authority Policy.

## 34. **CONFIDENTIALITY**

34.1 Any person, legal or natural, who is a Member or a Director of the charity shall at all times keep strictly confidential any information (i) disclosed through the charity (e.g. during internal meetings concerning the charity) and (ii) which has specifically been classified, by majority decision of the disclosing General Meeting or meeting of the Board of Directors, as confidential upon its disclosure. For the avoidance of doubt, where required by law or requested by authorities, all confidential information may be notified to the appropriate authorities.

34.2 These confidentiality duties shall apply at all times and shall survive the termination of office, for an indefinite period.

## 35. **NON-DISPARAGEMENT**

35.1 Each person or organisation who is a member or forms part of the board of directors or the Chief Executive Officer agrees, to uphold the reputation of the charity, to work in the best interests of the charity and its beneficiaries and to allow the fair application of collective action, that any concerns with the charity, are raised, prior to any



publication (including on social media), by written e-mail or letter, to the member, the board of directors or the Chief Executive Officer (each as appropriate).

35.2 For the avoidance of doubt, this provision in no way restricts the ability of any person to rely on its statutory rights to access to remedy or whistleblowing.

36. **MEANS OF COMMUNICATION TO BE USED**

36.1 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.

36.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also 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.

36.3 Any notice to be given to or by any person pursuant to the articles:

36.3.1 must be in writing; or

36.3.2 must be given in electronic form.

36.3.3 The charity may give any notice to a member either:

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

- 36.3.4 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.
- 36.4 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.
- 36.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 36.6 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 36.7 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 36.7.1 48 hours after the envelope containing it was posted; or
- 36.7.2 in the case of an electronic form of communication, 48 hours after it was sent.
37. **INDEMNITY**
- 37.1 The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 37.2 In this article a "**relevant director**" means any director or former director of the charity.
- 37.3 The charity may indemnify an auditor against any liability incurred by them in defending proceedings (whether civil or criminal) in which judgment is given in their favour or they are acquitted; or
- 37.4 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 them by the Court.
38. **RULES**
- 38.1 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.
- 38.2 The bye laws may regulate the following matters but are not restricted to them:
- 38.2.1 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;
- 38.2.2 the governance of and policies relating to sub-committees set up from time to time

- 38.2.3 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - 38.2.4 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;
  - 38.2.5 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;
  - 38.2.6 generally, all such matters as are commonly the subject matter of company rules.
- 38.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 38.4 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.
- 38.5 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.

**39. 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.

**40. DISSOLUTION**

40.1 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:

40.1.1 directly for the Objects; or

40.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

40.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

40.2 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:

40.2.1 directly for the Objects; or

40.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

40.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

40.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 40.1 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.

#### 41. INTERPRETATION

41.1 In articles 5.3 to 5.5, and 28.2 "**connected person**" means:

41.1.1 a child, parent, grandchild, grandparent, brother or sister of the director;

41.1.2 the spouse or civil partner of the director or of any person falling within article 41.1.1 above;

41.1.3 a person carrying on business in partnership with the director or with any person falling within articles 41.1.1 or 41.1.2 above;

41.1.4 an institution which is controlled –

(a) by the director or any connected person falling within articles 41.1.1, 41.1.2, or 41.1.3 above; or

(b) by two or more persons falling within articles 41.1.4(a), when taken together

41.1.5 a body corporate in which –

(a) the director or any connected person falling within articles 41.1.1 to 41.1.3 has a substantial interest; or

(b) two or more persons falling within article 41.1.5(a) who, when taken together, have a substantial interest.

(c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.