

**GUIDANCE NOTES
ASSOCIATION – PRIVATE**

**CHARITY ARTICLES OF
BY GUARANTEE ATTACHED.**

- (1) The objects of the charity must be charitable ones, and they must be solely
- (2) The wording in Clause 4 assumes the charity will only operate in England & Wales. Additional wording will be required if the charity is also to operate in Scotland and/or Northern Ireland.
- (3) Clause 5(1) is required to be included to prevent trading to carry out the charity's objects, or small charities should refer to HMRC guidance and tax advice in relation to *any* proposed trading.
- (4) There is no legal requirement to include any provision requiring an Account of the Charity. These Articles do not include such a provision.
- (5) Clause 42(3) requires the directors to send the annual accounts to the Charity Commission. Note that annual accounts of charities with an annual income of the charity over £25,000, and annual accounts of charities with an annual income have to be sent if it is over £10,000.

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MODEL ARTICLES FOR CHARITY COMPANIES LIMITED BY GUARANTEE

PRIVATE COMPANIES

INDEX TO THE ARTICLES

PART 1 - NAME, INTERPRETATION AND LIMITATION OF LIABILITY

1. Name and registered office
2. Defined terms
3. Liability of members
4. Objects
5. Powers

PART 2 - DIRECTORS

DIRECTORS' POWERS AND DELEGATION

6. Directors' general authority
7. Directors may delegate
8. Committees

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions
10. Unanimous decisions
11. Calling a directors' meeting
12. Participation in directors' meetings
13. Quorum for directors' meetings
- 14.. Chairing of directors' meetings
15. Casting vote
16. Declaration of directors' independence
17. Conflicts of interest and disclosure
18. Records of decisions to be kept
19. Directors' discretion to meet

APPOINTMENT OF DIRECTORS

20. Eligibility to be appointed
21. Methods of appointing directors
22. Termination of director's office
23. Directors' remuneration
24. Directors' expenses

PART 3 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Register of Members
26. Applications for membership
27. Termination of membership

ORGANISATION OF GENERAL MEETINGS

28. Attendance and speaking
29. Quorum for general meetings
30. Chairing general meetings
31. Notice of general meetings to be given to members
32. Adjournment

speaking by directors and non-

VOTING AT GENERAL MEETINGS

- 33. Voting: general
- 34. Errors and disputes
- 35. Poll votes
- 36. Content of proxy notices
- 37. Delivery of proxy notices
- 38. Written resolutions
- 39. Amendments to resolutions

PART 4 - ADMINISTRATIVE

- 39. Means of communication
- 40. Company seals
- 41. No right to inspect accounts
- 42. Accounts, Annual Report

DIRECTORS' INDEMNITY

- 43. Indemnity

APPLICATION OF INCOME

- 44. Income and property
- 45. Dissolution

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Is any person occupying the
Directors are the charity trustees

document sent or supplied in

“electronic form” has the meaning given in article 68 of the Companies Act 2006;

“member” has the meaning given in article 2 of the Companies Act 2006;

“memorandum” means the memorandum of association;

“ordinary resolution” has the meaning given in article 282 of the Companies Act 2006;

“participate”, in relation to a company, has the meaning given in article 12;

“proxy notice” has the meaning given in article 12;

“secretary” means any person appointed to perform the duties of the secretary of the charity;

“special resolution” has the meaning given in article 283 of the Companies Act 2006;

“subsidiary” has the meaning given in article 116 of the Companies Act 2006; and

“writing” means the representation of information in a visible form by words, symbols or other means, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, the words and expressions contained in these articles bear the same meaning as they bear in the Companies Acts.

Words importing one gender include the other, and the singular includes the plural and vice versa.

Liability of members

3. The liability of each member shall be limited to the amount that each member has agreed to contribute to the assets of the charity in the event of its being wound up, and in the event of its being wound up he ceases to be a member, and he shall be liable to contribute to the charity's debts and liabilities incurred before he ceases to be a member, and to the expenses of winding up, and to the rights of the contributories among themselves.

Objects

4. The charity's object[s] (“Objects”) shall be as follows:

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68 of the Companies Act

the Companies Act 2006;

of association;

in 282 of the Companies Act

the meaning given in article 12;

the duties of the secretary of

283 of the Companies Act

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Powers

5. In addition to any other powers in order to further (but not for any other purpose) the charity has the following powers:
- (1) to raise funds. In doing so the charity must not undertake any substantial permanent trading activity in contravention of any relevant statutory regulations;
 - (2) to buy, take on lease or otherwise acquire any property and to maintain and repair the same;
 - (3) to sell, lease or otherwise dispose of any part of the property belonging to the charity. Where the charity must comply as required by the Charities Act 2011;
 - (4) to make grants, donations and to give or receive guarantees;
 - (5) to borrow money and to mortgage any part of the property belonging to the charity. The charity must comply with sections 124 - 6 of the Charities Act 2011 if it borrows more than £100,000;
 - (6) to co-operate with other charities, local authorities, government bodies and statutory authorities and to exchange information with them;
 - (7) to promote or carry out any project or activity which may lead to the useful results;
 - (8) to publish and distribute information, including by means of meetings, lectures, and conferences;
 - (9) to carry out the Objects of the charity, either as agent or agent and whether alone or with others;
 - (10) to establish or support any other body or institution formed for any of the Objects;
 - (11) to acquire, merge with or enter into a partnership or joint venture arrangement with any other body or institution for any of the Objects;
 - (12) to set aside income or assets for expenditure but only in accordance with a resolution of the charity;
 - (13) to employ and remunerate persons for the work of the charity. The extent it is permitted to do so is subject to the conditions in the charity's governing document;
 - (14) to:
 - (a) deposit or invest the charity's funds;
 - (b) employ a professional adviser;

(c) arrange for the income of the charity to be held in the name of a not-for-profit company;

in the same manner as the trustees of a trust are permitted to do;

(15) to provide indemnity for directors subject to the conditions of the articles;

(16) to pay out of the funds of the charity both as to capital and income the costs of forming and registering the charity.

PART 2 - DIRECTORS DIRECTORS' POWERS AND FUNCTIONS

Directors general authority

6. Subject to restrictions imposed by the Companies Acts, the directors may exercise all the powers of the charity.

Directors may delegate

7 (1) The directors may delegate their powers or functions to two or more directors but the delegation must be recorded in the minute book;

(2) The directors may revoke or vary the delegation or its conditions.

Committees

8.(1) Committees to which the directors have delegated any of their powers must follow procedures which are based on the articles which govern the powers of the directors;

(2) The directors may make any rules which prevail over rules derived from the articles.

DECISION-MAKING BY DIRECTORS

Directors to take decisions

9.(1) The general rule about decisions of the directors must be either a resolution of the directors in accordance with article 10.

Unanimous decisions

10.(1) A decision of the directors is a unanimous decision if all eligible directors indicate to the directors that they share a common view on a matter;

property of the charity to be held in the name of a not-for-profit company;

conditions as the trustees of a trust are permitted to do;

ors in accordance with, and the Charities Act 2011; and

osts of forming and registering the charity.

any special resolution or the charity's business, and may

or functions to a committee of directors must be recorded in the minute book;

or part, or alter its terms and conditions.

y of their powers must follow the provisions of the articles applicable on those provisions of the articles which govern the powers of the directors;

all or any committees, which may be made which are not consistent with them.

ctors is that any decision of the directors must be either a resolution of the directors in accordance with article 10.

ance with this article when all eligible directors indicate to the directors that they share a common view on a matter;

(2) Such a decision may take the form of a resolution in electronic form, but in either case it must be agreed by the eligible directors signifying their agreement;

(3) References in this article to a directors' meeting shall include references to directors who would have been entitled to vote on the resolution if it had been proposed as a resolution at a directors' meeting;

(4) A decision may not be made if the eligible directors would not have formed a majority at a meeting.

Calling a directors' meeting

11(1) Any director may call a meeting of the directors or by authorising or appointing the secretary if so authorised, he may do so.

(2) Notice of any directors' meeting shall include:

- (a) its proposed date and time;
- (b) where it is to take place;
- (c) if it is anticipated that the meeting will not be in the same place, how it is to be communicated with each other during the meeting.

(3) Notice of a directors' meeting need not be in writing;

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, provided that more than 7 days after the date of the meeting has been given after the meeting has taken place, or of any business to be transacted at the meeting.

(5) The directors shall hold at least one meeting each year.

Participation in directors' meetings

12(1) Subject to the articles, any director may attend a directors' meeting, whether or not he is entitled to vote at the meeting, when:

- (a) the meeting has been called in accordance with the articles; and
- (b) they can each communicate with each other during the meeting;

(2) In determining whether a director is entitled to attend a directors' meeting, it is irrelevant whether any director is present at the meeting;

(3) If all the directors participating in a directors' meeting, it is irrelevant whether any director is present at the meeting;

Quorum for directors' meetings

13(1) At a directors' meeting, a resolution shall only be voted on, except a proposal to amend the articles, if a quorum of directors is present at the meeting;

(2) The quorum for directors' meetings shall be determined from time to time by a decision of the directors, but it must not be less than two;

tion in writing or may be in electronic form, but in either case it must be agreed by the eligible directors signifying their agreement;

to directors who would have been entitled to vote on the resolution if it had been proposed as a resolution at a directors' meeting;

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n to directors who waive their entitlement to notice of that meeting, provided that more than 7 days after the date of the meeting has been given after the meeting has taken place, or of any business to be transacted at the meeting.

each year.

directors' meeting, or part of a meeting, when:

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y information or opinions they can communicate with each other during the meeting;

g in a directors' meeting, it is irrelevant whether any director is present at the meeting;

ot in the same place, they may communicate with each other wherever any of them is.

ticipating, no proposal is to be voted on, except a proposal to amend the articles, if a quorum of directors is present at the meeting;

from time to time by a decision of the directors, but it must not be less than two;

(3) If the total number of directors present at a meeting is less than the quorum required, the directors must take the following steps—

- (a) to appoint further directors to form a quorum;
- (b) to call a general meeting of the charity.

Chairing of directors' meetings

- 14(1) The directors may appoint any person to chair their meetings;
- (2) The person so appointed must be a director or a member of the charity;
- (3) The directors may terminate the appointment at any time; and
- (4) If the chairman is not present at the time at which it was appointed, the directors must appoint one of themselves to chair it.

Casting vote

- 15(1) If the numbers of votes cast by the chairman and any other director chairing the meeting are equal, the chairman or other director chairing the meeting has a casting vote;
- (2) Article 15(1) does not apply if the chairman or other director is not to be counted for quorum or voting purposes.

Declaration of directors' interests

- 16. A director must declare to the charity any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity which has not previously been declared to the charity of the directors in which it is to act solely in the interest of the charity but not limited to any person.

Conflict of interests and conflicts of interest

- 17(1) If a conflict of interest arises between a director's duty to the charity and a duty owed to another organisation, the directors may, by a resolution, authorise such a conflict of interest if the following conditions apply:
 - (a) the conflicted director is not present at the meeting at which there is discussion of the conflict of interest and the other organisation;
 - (b) the conflicted director is not counted when determining the quorum at the meeting;
 - (c) the unconflicted directors, by a resolution, authorise the conflicted director to act in the interest of the charity.
- 17(2) In this article a conflict of interest arises between a director's duty to the charity and a duty owed to another organisation if the director is not to be counted when determining the quorum of directors or if the director is not to be counted when determining the interests of the charity to which the director is to act solely in the interest of the charity but not limited to any person.

being is less than the quorum required, the directors must take the following steps—

members to appoint further directors.

their meetings;

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meeting within ten minutes of the time at which it was appointed, the directors must appoint one of themselves to chair it.

sal are equal, the chairman or other director chairing the meeting has a casting vote;

n the articles, the chairman or other director is not to be counted for quorum or voting purposes.

any interest, direct or indirect, which he has in a proposed transaction or arrangement with the charity or in a transaction or arrangement with the charity which has not previously been declared to the charity of the directors in which it is to act solely in the interest of the charity but not limited to any person.

cause of a duty of loyalty owed to another organisation, the directors may, by a resolution, authorise such a conflict of interest if the following conditions apply:

part of the meeting at which there is discussion of the conflict of interest and the other organisation;

any such matter and is not to be counted when determining the quorum of directors or if the director is not to be counted when determining the interests of the charity to which the director is to act solely in the interest of the charity but not limited to any person.

n the interests of the charity to which the director is to act solely in the interest of the charity but not limited to any person.

ause of a duty of loyalty owed to another organisation, the directors may, by a resolution, authorise such a conflict of interest if the following conditions apply:

Records of decisions to be recorded

18. The directors must ensure that a record is kept, in writing, for at least 10 years from the date of every unanimous or majority decision taken by the directors.

Directors' discretion to make rules

19. Subject to the articles, the directors may make any rule which they think fit about how they take decisions and how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Eligibility to be appointed as a director

20 (1) The minimum number of directors shall be [3] but (unless otherwise determined by ordinary resolution) shall not exceed [] or any maximum;

(2) A director must be a natural person who is at least 16 years of age at the time of appointment; [16] is suggested here, but note that 16 is the legal minimum age for a director.

(3) No one may be appointed as a director if he or she is disqualified from acting as a director under the provisions of a relevant law.

(4) A director may not appoint or co-opt anyone to act on his behalf at meetings of the directors.

[(5) No person may be appointed as a director if he or she is a member of the charity.]

Methods of appointing directors

21(1) Any person who is eligible to be appointed as a director under these articles to do so, may be appointed as a director—

(a) by ordinary resolution of the directors, provided that the resolution is passed by at least two thirds of the directors who respond to the resolution;

(b) by a decision of the directors.

OR

(b) a decision of the directors, provided that the resolution is passed by an affirmative vote by at least two thirds of the directors.

(2) Subject to article 21(3), a director appointed by ordinary resolution shall hold office for a period of [3] years from the date of his appointment, the last day of which period he shall automatically cease to hold office unless he has been re-elected by ordinary resolution for a further period of [3] years;

(3) A director appointed by a decision of the directors shall hold office for a period of [3] years from the first anniversary of his appointment, or only be re-appointed for the same period by resolution;

- (4) No person shall be appointed or reappointed as a director by ordinary resolution unless recommended by the directors;
- (5) No person shall hold office as a director for a cumulative maximum period exceeding [6] years [with the exception of one year] if the maximum period comprises one or more continuous periods;
- (6) The first directors shall be those persons notified to the company in the memorandum and shall be the first directors.

Termination of director's a

22. A person ceases to be a director of a company if—

 - he ceases to be a director by virtue of the Companies Act 2006 or is prohibited by the court from acting as a director;
 - he is disqualified from acting as a director by virtue of sections 178 and 179 of the Companies Act 2006 (disqualification of directors) or by an enactment or modification of that Act;
 - he becomes incapable of acting as a director by reason of disorder, illness or injury of which he has not recovered;
 - by reason of that person's mental incapacity the court makes an order which wholly or partly prevents him from exercising any powers or rights which that person has as a director;
 - notification is received from the person that he is resigning from office, and the resignation takes effect in accordance with its terms, but only if at least 14 days have elapsed since the notification is to take effect;
 - he is absent without the authority of the company from 3 consecutive meetings of the directors or from 6 consecutive months and the directors resolve that he should cease to be a director;
 - he is removed from office by the company in pursuance of the Companies Act;
 - he fails to declare an interest in accordance with article 16 above;
 - he ceases to be member of the company.

Directors' remuneration

- 23(1) No director or connected person shall receive any remuneration unless it is authorised by this article.
- (2) No director or connected person shall—
- (a) buy goods or services from the charity at a price more preferential to those applicable to other members of the public;
 - (b) sell goods or services to the charity;
 - (c) be employed by or receive any remuneration from the charity;
 - (d) receive any other financial benefit from the charity;

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Payment for supply of goods

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(c) The other directors are to contract with the supplier or connected person. In reaching a decision, the directors must balance the advantages of contracting with the disadvantages of doing so.

(d) The supplier is absent from the meeting at which there is discussion of the proposal or arrangement with him with regard to the supply of goods or services.

(e) The supplier does not attend the meeting and is not to be counted as present at the meeting;

(f) The reason for their conduct is recorded in the minute book.;

(g) A majority of the directors have authorised by resolution the payments authorised by the directors.

- (5) In sub-clauses (3) and (4) "company" shall include any company in which the charity:
- (i) holds more than 10% of the shares;
 - (ii) controls more than 10% of the shares; or
 - (iii) has the right to appoint or remove directors to the board of the company;

- (6) In this article 23, "connected person" shall include any person within the definition in article 2.

Directors' expenses

24. A director is entitled to reimbursement of reasonable out-of-pocket expenses properly incurred by him in the discharge of his responsibilities as a director, including those expenses incurred in connection with the duties of the directors or committees of directors.

PART 3 - MEMBERS BENEFITING FROM THE CHARITY

Register of members

25. The directors must keep a register of the names and addresses of members.

Applications for membership

26(1) No person or organisation shall become a member of the charity unless—

- (a) that person has completed an application form approved by the directors;
- (b) the directors have approved the application.

(2) The first members shall be those who have subscribed to the memorandum;

the best interests of the charity and the interests of the person who is not a director or connected person. The directors must balance the advantages of contracting with the disadvantages of doing so.

meeting at which there is discussion of the proposal or arrangement with him with regard to the supply of goods or services.

and is not to be counted as present at the meeting;

the directors in the minute book.;

not in receipt of remuneration or payments authorised by the directors.

"company" shall include any company in which the charity:

rights attached to the shares;

directors to the board of the company;

any person within the definition in article 2.

from the property of the charity (including but not limited to hotel and travel costs) actually incurred by the charity and in the discharge of his responsibilities as a director, including but not limited to those expenses incurred in connection with the duties of the directors or committees of directors.

MEMBERSHIP OF THE CHARITY

addresses of members.

member of the charity unless—

membership in a form approved by the directors;

subscribe to the memorandum;

Termination of membership

27(1) A member may withdraw from the charity by giving 7 days' notice to the charity in writing (if there are less than two members);

(2) Membership is not transferred;

(3) A person's membership terminates if the person dies or ceases to exist;

(4) A person's membership may be terminated on the ground that in their reasonable opinion their continued membership is harmful to the charity (but only if the member in writing and considering the matter in the light of any advice from the charity puts forward within 14 clear days of the date of the meeting a resolution to terminate the member's membership).

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

28(1) A person is able to exercise the right to attend a general meeting when that person is in a position to communicate with the person attending the meeting, during the meeting, any information or advice which the member concerned has on the business of the charity.

(2) A person is able to exercise the right to attend a general meeting when—

(a) that person is able to communicate with the person attending the meeting; and

(b) that person's vote can be counted towards the votes of all the other persons attending the meeting.

(3) The directors may make arrangements 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 attend the meeting as each other;

(5) Two or more persons will be treated as each other attend a general meeting if their circumstances are such that if they have (or were to have) the right to speak and vote at the meeting, they would be able to exercise those rights.

Quorum for general meetings

29. No business other than the business of the charity may be transacted at a general meeting unless a quorum is present. A quorum shall be determined by the directors. A quorum shall be two or more members of the charity, present in person or by proxy, at the meeting.

Chairing general meetings

30(1) If the directors have authority to do so, they may appoint a chairman to chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present at the meeting, the meeting may be chaired by any member of the charity who is present at the meeting was due to start—

the charity by giving 7 days' notice to the charity in writing (if there are less than two members);

son dies or ceases to exist;

resolution of the directors on the ground that in their reasonable opinion their continued membership is harmful to the charity (but only if the member in writing and considering the matter in the light of any advice from the charity puts forward within 14 clear days of the date of the meeting a resolution to terminate the member's membership).

at a general meeting when that person is in a position to communicate with the person attending the meeting, during the meeting, any information or advice which the member concerned has on the business of the charity.

general meeting when—

, on resolutions put to the vote

n determining whether or not the votes of all the other persons attending the meeting.

s they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it;

, it is immaterial whether any two or more members attend the meeting as each other;

place as each other attend a general meeting if their circumstances are such that if they have (or were to have) the right to speak and vote at the meeting, they would be able to exercise those rights.

chairman of the meeting is to chair the meeting if present and willing to do so. If the chairman is unwilling to chair the meeting or is not present at the meeting, the meeting may be chaired by any member of the charity who is present at the meeting was due to start—

e chairman shall chair general meetings if present and willing to do so.

t if the chairman is unwilling to chair the meeting or is not present at the meeting, the meeting may be chaired by any member of the charity who is present at the meeting was due to start—

- (a) the directors present;
- (b) (if no directors are present)

must appoint a director to chair the meeting; the appointment of the chairman of the meeting must be the first business of the meeting;

- (3) The person chairing a meeting under this article is referred to as "the chairman of the meeting"

Notice of general meeting for non-members

31.(1) At least fourteen days notice must be given of any general meeting but if the meeting is called to pass a special resolution at least twenty one days notice must be given;

- (2) Directors may attend and speak at general meetings in their capacity as directors or whether or not they are members of the charity;

- (3) The chairman of the meeting may invite any persons who are not members of the charity to attend and speak at the meeting;

Adjournment

32(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start cannot constitute a quorum, or if during a meeting a quorum ceases to be present, the meeting must adjourn.

- (2) The chairman of the meeting must adjourn the meeting if—

- (a) the meeting consents to do so;
- (b) it appears to the chairman that an adjournment is necessary to protect the safety of persons or property, or to ensure that the business of the meeting can be conducted in an orderly manner;

- (3) The chairman of the meeting may adjourn the meeting if directed to do so by the meeting;

- (4) When adjourning a general meeting the chairman of the meeting must—

- (a) either specify the date, time and place at which it is to continue at a date not more than 14 days after it is adjourned or state that it is to continue at a date to be fixed by the directors; and
- (b) have regard to any directions given by the meeting in relation to the adjournment which have been passed by a majority of the meeting;

(5) If the continuation of an adjourned meeting takes place more than 14 days after it was adjourned, the chairman must give 7 clear days' notice of it (that is, excluding the day of the adjournment and the day on which the notice is given)—

- (a) to the same persons as were entitled to attend the meeting as required to be given; and
- (b) containing the same information as the notice required to be given;

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

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VOTING AT GENERAL MEETINGS

Voting: general

33. A resolution put to the vote must be decided on a show of hands unless a poll is demanded. Each member shall have one vote.

Errors and disputes

34 (1) No objection may be raised to the result of a vote taken at a general meeting except at the meeting at which the vote is taken, and the objection must be made at the meeting.

(2) Any such objection must be decided by the chairman of the meeting whose decision is final.

Poll votes

35(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting; or
- (b) at a general meeting, immediately after the declaration of the result of the vote on that resolution is made;

(2) A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons holding together not less than one tenth of the total voting rights of all the members having the right to vote at the meeting;
- (d) a person or persons entitled to demand a poll.

(3) A demand for a poll may be withdrawn.

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting has not declared the result of the poll.

(4) Polls must be taken immediately after the meeting directs.

Content of proxy notices

36(1) Proxies may only validly be used if the notice in writing (a “proxy notice”) which—

- (a) states the name and address of the person appointing the proxy;
- (b) identifies the person appointing the proxy and the general meeting in relation to which the proxy is to be used;
- (c) is signed by or on behalf of the person appointing the proxy, or is authenticated in such manner as to satisfy the charity trustees;
- (d) is delivered to the charity in accordance with the articles contained in the notice of the meeting.

(2) The charity may require a proxy notice to be in a particular form, and may specify different forms for different meetings.

must be decided on a show of hands unless a poll is demanded. Each member shall have one vote.

on of any person voting at a general meeting at which the vote is taken, and the objection must be made at the meeting is valid;

airman of the meeting whose decision is final.

to be put to the vote; or

hands on that resolution or immediately after the declaration of the result of the vote on that resolution is made;

n the resolution; or

n one tenth of the total voting rights of all the members having the right to vote on the resolution;

ithdrawal;

anner as the chairman of the meeting directs.

ice in writing (a “proxy notice”) which—

inting the proxy;

's proxy and the general meeting in relation to which the proxy is to be used;

g the proxy, or is authenticated in such manner as to satisfy the charity trustees;

articles and any instructions contained in the notice of the meeting with they relate;

vered in a particular form, and may specify different forms for different meetings.

(3) Proxy notices may specify that the proxy is to abstain from voting on any resolutions;

(4) Unless a proxy notice indicates otherwise, it shall be treated as—

(a) allowing the person appointed as proxy discretion as to how to vote on any ancillary resolutions put to the meeting; and

(b) appointing that person to attend any adjournment of the meeting and to vote at the meeting itself.

Delivery of proxy notices

37(1) A person who is entitled to vote (either on a show of hands or on a poll) at a general meeting or in respect of that meeting or any adjournment of it, even if the notice has been delivered to the charity by or on behalf of that person, may revoke the proxy by delivering to the charity a notice in writing giving notice that the proxy is revoked.

(2) An appointment under a proxy notice is revoked by delivering to the charity a notice in writing giving notice that the proxy is revoked.

(3) A notice revoking a proxy notice takes effect if it is delivered before the start of the meeting or adjournment to which it relates;

(4) If a proxy notice is not executed, it must be accompanied by written evidence of the person who executed it to execute it on the appointor's behalf.

Written resolutions

38(1) A resolution in writing signed by a majority of the members who would be entitled to vote on the resolution shall be effective provided that—

(a) a copy of the proposed resolution is sent to every eligible member;

(b) a simple majority (or a majority of not less than 75%) of members agree to the resolution; and

(c) it is contained in an instrument which has been received at the registered office with the necessary signatures beginning with the circulation date;

(2) A resolution in writing may be signed by one or more members who have signified their agreement to the resolution.

(3) In the case of a member who is not an individual, it may signify its agreement to the resolution by its authorised representative.

PART 4 - ADMINISTRATION

Means of communication to members

39(1) Subject to the articles, any notice or document may be sent or supplied to a member by or to the charity under the provisions of the Companies Act 2006.

provides for documents or
provision of that Act to be se

(2) Subject to the articles,
director in connection with th
supplied by the means by w
such notices or documents f

(3) A director may agree w
director in a particular way
specified time of their being
hours.

Company seals

40 (1) Any common seal ma

(2) The directors may decide
to be used;

(3) Unless otherwise decide
it is affixed to a document,
authorised person in the pre

(4) For the purposes of this a

(a) any director of the char

(b) the secretary (if any); o

(c) any person authorised b
to which the common se

No right to inspect account

41. Except as provided by
resolution of the charity, n
accounting or other records o

Accounts, Annual Report a

42(1) The directors must pre
the Companies Acts. T
view and follow account
Standards Board or its
applicable Statements

(2) The directors must kee
Acts;

(3) The directors must con
with regard to the:

(a) transmission of a

(b) preparation of an
the Commission;

(c) preparation of an
Commission;

authorised or required by any
e charity;

to be sent or supplied to a
directors may also be sent or
ed to be sent or supplied with

es or documents sent to that
have been received within a
ified time to be less than 48

thority of the directors

what form any common seal is

harmony has a common seal and
so be signed by at least one
ttests the signature;

son is—

urpose of signing documents

the directors or an ordinary
inspect any of the charity's
virtue of being a member.

er of Charities

ar accounts as required by
pared to show a true and fair
adopted by the Accounting
to the recommendations of
ce;

required by the Companies

s of the Charities Act 2011

f account to the Commission;

ansmission of a copy of it to

ansmission to the

- (4) The directors must not be liable in respect of any changes to the charity's entry on the Companies Register.

DIRECTORS' INDEMNITY

Indemnity

43(1) The charity [may][shall] indemnify any director against any liability incurred by him in that capacity which is not or is not limited by sections 232 to 234 of the Companies Act 2006;

- (2) In this article a "relevant director" means a director or former director of the charity.

APPLICATION OF INCOME AND ASSETS

Income and property

44. (1) all income and property of the charity shall be applied solely towards the promotion of the Objects of the charity;
(2) in no circumstances shall any of the property of the charity belong to the members;
(3) a member may not receive any benefit or payment from the charity save in the capacity of an officer of the charity and save for reasonable expenses properly incurred and supplied to the charity.

Dissolution

- 45(1) If the charity is dissolved or ceases to exist, the assets remaining after provision has been made for all its liabilities shall be distributed in one or more of the following ways:
- (1) by transfer to one or more bodies established for exclusively charitable purposes or similar to, the Objects of the charity;
 - (2) directly for the Objects of the charity;
 - (3) in such other manner as the Charity Commission may direct.
- (2) In no circumstances shall any of the property of the charity be paid or distributed to any of the members of the charity.
- (3) A final report and statement of accounts shall be sent to the Commission.