

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

DISCRIMINATION LAW ASSOCIATION (D.L.A.)

Company No 03862592

Registered Charity No 1124892

Adopted by special resolution on _____ 2026

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(Adopted by special resolution passed on _____ 2026)

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Charity's articles of association for the time being in force;

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Charities Act: means the Charities Act 2011;

Charity: means Discrimination Law Association (D.L.A.), which is a charitable company with company registration number: 03862592, and charity registration number: 1124892;

Charity Commission: means the Charity Commission for England and Wales;

Circulation Date: in relation to a written resolution, has the meaning given to it in the Act;

Clear Days: in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

Committee: the directors of the Charity from time to time comprising the committee in accordance with Article 17.2. The Committee are charity trustees as defined in the Charities Act;

Committee Member: means any member of the Committee from time to time;

Connected Person: means any person falling within one of the following categories:

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Committee Member; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Committee Member or with any person in (a) or (b) above; or

- d) an institution which is controlled by either a Committee Member, any person in (a), (b) or (c), or a Committee Member and any person in (a), (b) or (c) above, taken together;
- e) a corporate body in which a Committee Member or any person in (a), (b) or (c) above has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

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

electronic form and electronic means: have the meaning given to such terms in section 1168 of the Act;

Member: means a person who is a subscriber to the Charity's Memorandum of Association or who is admitted to membership in accordance with the Articles;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*);

Objects: means the objects of the Charity as stated in article 2 (and each being an "Object");

Special resolution: has the meaning given in section 283 of the Act;

Proxy Notice: has the meaning given to it in Article 14.2;

United Kingdom: means Great Britain and Northern Ireland; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "Article" is a reference to the relevant Article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms “**including**,” “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles are excluded and shall not apply to the Charity.

2. Objects

2.1 The Charity's objects are to:

- (a) promote good community relations by improving the assistance and support given to those who are or may become subjected to discrimination by reason of race, sex, religion or belief, age, sexuality, disability or any other aspect of their position or status that is stated by domestic UK or European law as being grounds upon which discrimination is deemed unlawful; and
- (b) advance education and training in the field of legal representation for those persons who are or may become subjected to discrimination by reason of race, sex, religion or belief, age, sexuality, disability or any other aspect of their position or status that is stated by domestic UK or European law as being grounds upon which discrimination is deemed unlawful,

in each case for the benefit of the public and for exclusively charitable purposes.

3. Powers

3.1 In pursuance of the Objects, but not further or otherwise, the Charity has the power to:

- (a) improve the assistance and support given to those who are suffering, or who may suffer, from discrimination, and who may or may not be in necessitous circumstances;
- (b) provide training to those who provide legal assistance and advice to those who are suffering or may suffer from discrimination;
- (c) promote an understanding of the needs of those suffering discrimination generally, and to help ensure that such needs are taken into account whenever the means by which they may gain relief from, or redress for, discrimination are considered;
- (d) enhance the standard and level of support that can be offered to those suffering;
- (e) undertake research into the area of discrimination and discrimination law and to disseminate the information to the public; those who represent members of the public who are suffering or who may suffer from discrimination; and to any organisation – governmental or non-governmental - which may be involved in the development of the law in the area of discrimination;
- (f) write, print or otherwise reproduce by any means of recorded audio and/or visual information whether now or hereafter invented and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents;

- (g) hold exhibitions, meetings, lectures, classes, seminars, workshops, courses or other events either alone or with others;
- (h) promote research;
- (i) co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (j) accept subscriptions, gifts, donations, devises and bequests of any real or personal property maintain and alter any of the same as are necessary for any of the Objects and (subject to such consents as may be required by law) sell, lease, mortgage or otherwise dispose of any such property;
- (k) issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;
- (l) issue cheques and other financial instruments, and to operate bank and other accounts in the name of the Charity;
- (m) subject to such consents as may be required by law, to borrow and raise money for the Objects on such terms and conditions and on such security as may be thought fit;
- (n) purchase, lease, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections;
- (o) carry on trade;
- (p) take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the Objects;
- (q) subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- (r) invest the monies of the Charity not immediately required for its Objects in or upon such investments, securities or property as may be thought fit;
- (s) make any donation either in cash or assets for the furtherance of the Objects;
- (t) establish or support any institution and to subscribe or guarantee money for charitable purposes calculated to further the Objects;
- (u) lend money and give credit to, take security for such loans or credit from and to guarantee and become or give security for the performance of contracts or obligations by any person or company as may be necessary or expedient for the work of the Charity;
- (v) take out such insurance as may be deemed appropriate by the Committee;
- (w) employ and pay such staff as may be necessary and to pay reasonable annual sums or premiums for or towards the provision of pensions for such staff and their dependants;

- (x) purchase insurance to cover the officers, staff, voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties, as may be thought fit;
- (y) amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Charity and which prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles;
- (z) pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (aa) establish where necessary local branches (whether autonomous or not); and
- (bb) do all such other lawful things as shall further each Object above or any of them.

3.2 The Committee may exercise all the powers of the Charity to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Charity or of any charitable body where such action will directly further the Objects.

4. Application of income and property

4.1 The income and property of the Charity shall only be applied to promote the Objects.

4.2 Except as provided below, no part 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 shall not prevent any payment in good faith by the Charity of:

- (a) reasonable and proper remuneration to any member, officer, employee or consultant of the Charity not being a member of its Committee for any services rendered to the Charity;
- (b) interest on money lent by any member of the Charity or of its Committee at not less than 2% below the minimum lending rate of a clearing bank selected by that Committee;
- (c) reasonable and proper rent for premises demised or let by any member of the Charity or of its Committee;
- (d) fees, remuneration or other benefit in money or money's worth to a company of which a member of the Committee may also be a member holding not more than 1/100th part of the capital of that company;
- (e) out-of-pocket expenses to any member of the Committee in accordance with Article 5; and
- (f) the usual professional charges for business done by any member of its committee who is a solicitor, accountant or other professional person or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf, provided that a

majority of the members of its committee are not such professional people and that they withdraw from any meeting where their engagement or remuneration, or that of their partners, is discussed.

5. Benefits and payments to Committee Members and Connected Persons

5.1 A Committee Member:

- (a) is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity or attending meetings of the Committee or the Members;
- (b) may benefit from trustee indemnity insurance purchased by the Charity in accordance with section 189 of the Charities Act;
- (c) may receive payment under an indemnity from the Charity in the circumstances set out in article 37; and
- (d) may not receive any other financial benefit or payment from the Charity unless it is authorised by this article 5.

5.2 Unless the benefit or payment is permitted under article 5.3, no Committee Member (including a Member who is also a Committee Member) 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; or
- (d) receive any other financial benefit from the Charity.

5.3 A Committee Member or a Connected Person may:

- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Committee do not benefit in this way;
- (b) enter into a contract for the supply of services or goods (or both) to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- (c) receive reasonable and proper rent for premises let to the Charity;
- (d) receive interest at a reasonable and proper rate on money lent to the Charity;
- (e) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public; and
- (f) receive or retain any other payment or benefit for which prior written authorisation has been obtained from the Charity Commission.

5.4 In article 5.3, the "Charity" includes any company in which the Charity:

- (a) holds more than 50% of the shares;
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more Committee Members to the Charity.

5.5 A Committee Member's duty under the Act to avoid a conflict of interest with the Charity does not apply to any transaction authorised by this article 5.

6. Winding up

If upon the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the Objects, and which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Article 4, such institution or institutions to be determined by the Members at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other object.

7. Liability of members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up; and
- (c) adjustment of the rights of the contributories among themselves.

8. Membership and Revocation of Membership

8.1 Membership of the Charity shall be open to:

- (a) any lawyer, legal or advice worker, teacher or student of law, trainee lawyer, trade union official or any other person who is substantially engaged or interested in discrimination law and is in agreement with, and the promotion of, the Objects and is of good repute; or
- (b) any organisation, firm, company or other body which is engaged or interested in discrimination law and in general sympathy with the Objects and is of good repute.

8.2 The Charity shall admit to membership an individual who or an organisation which:

- (a) applies to the Charity using the application process approved by the Committee;
- (b) is approved by the Committee; and
- (c) either signs a written consent to become a member or signs the register of Members of the Charity.

- 8.3 The Committee may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so.
- 8.4 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.
- 8.5 The Committee can revoke membership of the Charity if any Member undertaking advisory or representation work is not:
- (a) a member of a recognised professional association which exercises a disciplinary function in respect of professional misconduct; or
 - (b) subject to professional discipline as described above; or
 - (c) a charitable or non-profit distributing organisation with a constitution which is consistent with the Objects and which exercises discipline over employees; or
 - (d) an employee of an organisation as described above; or
 - (e) covered by insurance for negligence in giving advice to, or undertaking representation on behalf of, complainants.
- 8.6 Membership is not transferable.
- 8.7 The Committee may establish different classes of membership and set out different rights and obligations for each class, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

9. Termination of membership

A Member shall cease to be a Member if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) that Member becomes incapable by reason of mental disorder, illness or injury of managing and administering his own property and affairs;
- (c) the Member resigns by giving notice to the Charity in writing;
- (d) any subscription or other sum payable by the Member to the Charity remains unpaid within six months of it falling due and the Charity notifies the Member in writing of the termination of their membership;
- (e) membership is revoked in accordance with Article 8.5; or
- (f) the Member is removed from membership by a resolution of the Committee that it is in the best interests of the Charity that the membership is terminated. Such a resolution may not be passed unless:

- (i) the Member has been given at least 14 Clear Days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it will be proposed; and
- (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Committee must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration. There shall be no right of appeal from a decision of the Committee to terminate the membership of a Member, and

a Member removed from membership by such a resolution shall remain liable to pay to the Charity any subscription or other sum owed by them and shall not be entitled to a refund of any such subscription or other sum paid by them to the Charity.

10. Annual general meetings

- 10.1 The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.
- 10.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Committee shall think fit.
- 10.3 The business at an annual general meeting shall include:
 - (a) the consideration of the accounts, balance sheets, reports of the Committee and auditors;
 - (b) the retirement, appointment or re-appointment of Committee Members in accordance with article 20.1 to 20.3; and
 - (c) the appointment, and fixing of the remuneration, of the auditors.

11. Notice of general meetings

- 11.1 General meetings of the Members, except the annual general meeting, shall be called on a minimum of 14 Clear Days' notice. Annual general meetings are called on a minimum of 30 Clear Days' notice.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 11.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.

- 11.4 The notice shall be given to:
- (a) each Member;
 - (b) each Committee Member; and
 - (c) the auditor for the time being of the Charity (to the extent one has been appointed)
- 11.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12. Proceedings at general meetings

- 12.1 Every general meeting of the Charity shall have a chair and:
- (a) the chair of Committee Members shall chair general meetings of the Charity or, if the chair of Committee Members is absent, the vice-chair of Committee Members shall act as chair;
 - (b) if neither the chair nor the vice-chair of Committee Members is present within 15 minutes of the time appointed for the meeting, a Committee Member elected by the Committee present shall chair the meeting;
 - (c) if there is only one Committee Member present and willing to act, that Committee Member shall chair the meeting; and
 - (d) if no Committee Member is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.
- 12.2 No business shall be transacted at any general meeting unless a quorum is present.
- 12.3 A quorum is twenty Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting.
- 12.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Committee may determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.
- 12.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
- (a) is to be adjourned to a particular date, time and place; or
 - (b) shall be adjourned to a date, time and place to be appointed by the Committee;

and shall have regard to any directions as to date, time and place which have been given by the meeting.

12.6 If the meeting is adjourned until more than 14 days after the date on which it was adjourned, the Charity shall give at least seven Clear Days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given and containing the same information which such notice is required to contain.

12.7 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.

13. Voting at general meetings

13.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless a poll is demanded before the show of hands.

13.2 Subject to Article 13.3, on a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.

13.3 Notwithstanding any other provision in these Articles, no Member shall be entitled to vote at any general meeting of Members unless all monies presently payable by him/her/it to the Charity have been paid.

13.4 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.

13.5 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.

13.6 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the Committee;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

13.7 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

- 13.8 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 13.9 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 13.10 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 13.11 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

14. Proxies

- 14.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.
- 14.2 Proxies may only be validly appointed by a notice in writing (a "**Proxy Notice**") which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
 - (d) is delivered to the Charity in accordance with these Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate, provided that a Proxy Notice which is not delivered in such manner shall be invalid unless the Committee, in their discretion, accept the notice at any time before the meeting.
- 14.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 14.4 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.
- 14.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- 14.6 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.
- 14.7 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.
- 14.8 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.
- 14.9 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.

15. Members which are organisations

- 15.1 An organisation which is a Member of the Charity may authorise any one person to act as its representative at any meeting of the Charity and to exercise, on behalf of the organisation, the rights of the organisation as a Member.
- 15.2 The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity.
- 15.3 The Charity shall be entitled to consider that any notice received by it in accordance with article 15.2 is conclusive evidence that the representative is entitled to represent the organisation and that the representative's authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

16. Written resolutions

- 16.1 A written resolution of the Members passed in accordance with this article 16 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
 - (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or

- (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 16.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 16.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 16.4 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 16.5 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
 - (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it; and
 - (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 16.6 A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 16.7 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 16.8 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 16.9 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.
- 17. Committee Members**
- 17.1 Unless otherwise determined by ordinary resolution, the number of Committee Members shall not be subject to any maximum but shall not be less than three.

- 17.2 The Committee shall consist of The President (if any), the Chair, the Secretary, the Treasurer and up to 12 members elected in accordance with these Articles.
- 17.3 A Committee Member may not appoint an alternate Committee Member or anyone to act on their behalf at meetings of the Committee.
- 17.4 For the avoidance of doubt, all Committee Members must be directors of the Charity.

18. Powers of Committee Members

- 18.1 Subject to the provisions of the Act, the Articles and any special resolution, the Committee shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 18.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Committee.
- 18.3 A meeting of the Committee at which a quorum is present may exercise all the powers exercisable by the Committee.

19. Appointment of Committee Members

- 19.1 Any person who is willing to act as a Committee Member, and who is permitted by law to do so, may be appointed to be a Committee Member by:
- (a) ordinary resolution of the Members; or
 - (b) by resolution of the Committee.
- 19.2 In any case where, as a result of death, the Charity has no Members and no Committee Members, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Committee Member.
- 19.3 For the purposes of Article 18.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.
- 19.4 Where a maximum number of Committee Members has been fixed, the appointment of a Committee Member must not cause that number to be exceeded.

20. Retirement of Committee Members

- 20.1 At the first and every subsequent Annual General Meeting of the Charity all of the Committee Members shall retire from office.
- 20.2 A retiring Committee Member shall be eligible for re-election.

20.3 The Charity at the meeting at which a Committee Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee Member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

21. Disqualification and removal of Committee Members

A Committee Member shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Act;
- (b) cease to be a Committee Member by virtue of any provision in the Act or are prohibited by law from being a Committee Member;
- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (e) in the written opinion of a registered medical practitioner who is treating the Committee Member, have become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months;
- (f) resign by written notice to the Charity, provided that at least three Committee Members will remain in office once the resignation takes effect;
- (g) are absent from all the meetings of the Committee held within a period of six consecutive months, without the permission of the Committee, and the Committee resolve that their office be vacated;
- (h) are removed from office by a simple majority vote of the Committee (that it is in the best interests of the Charity) that their office be vacated. Such a resolution must not be passed unless:
 - (i) the Committee Member has been given at least 14 Clear Days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it will be proposed; and
 - (ii) the Committee Member has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Committee Members must consider any representations made by the Committee Member (or the Committee Member's representative) and inform the Committee Member of their decision following such consideration. There shall be no right of appeal from a decision of the Committee to terminate office of a Committee Member.

22. Proceedings of Committee Members

- 22.1 Subject to the provisions of the Articles, the Committee may regulate their proceedings as they think fit.
- 22.2 Acts done by a meeting of the Committee or of a committee or by a person acting as a Committee Member shall not be invalidated by the subsequent realisation that:
- (a) the appointment of any such Committee Member or person acting as a Committee Member was defective; or
 - (b) any or all of them were disqualified; or
 - (c) any or all of them were not entitled to vote on the matter.

23. Calling a Committee Members' meeting

- 23.1 Any Committee Member may call a meeting of the Committee by giving notice of the meeting to the Committee or by authorising the company secretary (if any) to give such notice.
- 23.2 Notice of a meeting of the Committee must be given to each Committee Member, but need not be in writing. The notice must specify:
- (a) the time, date and place of the meeting;
 - (b) the general particulars of the business to be considered at the meeting; and
 - (c) if it is anticipated that the Committee participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

24. Participation in Committee Members' meetings

- 24.1 Any Committee Member may participate in a meeting of the Committee in person or by means of video conference, telephone or any suitable electronic means agreed by the Committee and by which all those participating in the meeting are able to communicate with all other participants.
- 24.2 If all the Committee participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

25. Quorum for Committee Members' meetings

- 25.1 The quorum for Committee Members' meetings may be fixed from time to time by a decision of the Committee, provided it shall not be less than three and, unless otherwise fixed, it is three.
- 25.2 At a Committee Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 25.3 If the total number of Committee Members for the time being is less than the quorum required for decision-making by the Committee, the Committee shall not take any decision other than a decision to:
- (a) appoint further Committee Members; or
 - (b) call a general meeting so as to enable the members to appoint further Committee Members.

26. Chairing Committee Members' meetings

- 26.1 The Committee shall appoint one of their number as chair of Committee Members and may determine the length of term for which the chair of Committee Members is to serve in that office, although that term may be renewed or extended. On the same basis, the Committee may also appoint one of their number as vice-chair of Committee Members.
- 26.2 If at any meeting of the Committee neither the chair nor vice-chair of Committee Members, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Committee Members must appoint one of themselves to chair the meeting.
- 26.3 The Committee may terminate the appointment of a chair or any vice-chair of Committee Members at any time.

27. Decision-making by Committee Members

- 27.1 The general rule about decision-making by Committee Members is that any decision of the Committee must be either a majority decision at a meeting or a decision taken in accordance with Article 28.
- 27.2 Each Committee Member has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

28. Unanimous decisions by Committee Members

- 28.1 A decision of the Committee is taken in accordance with this Article when all eligible Committee Members indicate to each other by any means that they share a common view on a matter.
- 28.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Committee Member or to which each eligible Committee Member has otherwise indicated agreement in writing.

28.3 References in this Article to eligible Committee Members are to Committee Members who would have been entitled to vote on the matter had it been proposed as a resolution at a Committee Members' meeting.

28.4 A decision may not be taken in accordance with this Article if the eligible Committee Members would not have formed a quorum at such a meeting.

29. Delegation by Committee Members

29.1 The Committee may delegate, on such terms of reference as they think fit, any of their powers or functions to any sub-committee comprising two or more Committee Members.

29.2 The Committee may delegate the implementation of their decisions or day-to-day management of the affairs of the Charity to any person or sub-committee.

29.3 A sub-committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.

29.4 The terms of reference of a sub-committee may include conditions imposed by the Committee, including that:

- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom the Committee delegate; and
- (b) no expenditure or liability may be incurred on behalf of the Charity except where approved by the Committee or in accordance with a budget previously agreed by the Committee.

29.5 Persons who are not Committee Members may be appointed as members of a sub-committee, subject to the approval of the Committee.

29.6 Every sub-committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, sub-committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Committee Members.

29.7 The terms of any delegation to a sub-committee shall be recorded in the minute book.

29.8 The Committee may revoke or alter a delegation made under these Articles.

29.9 All acts and proceedings of any sub-committee shall be fully and promptly reported to the Committee (unless otherwise waived explicitly by the Committee).

30. Conflicts of interests

- 30.1 A Committee Member 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.
- 30.2 A Committee Member must absent themselves from any discussions of the Committee 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).
- 30.3 If a conflict of interests arises for a Committee Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Committee Members may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Committee Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Committee Member does not vote on any such matter and is not to be counted when considering whether a quorum of Committee Members is present at the meeting; and
 - (c) the unconflicted Committee Members consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying, and

in this article 30.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Committee Member or to a connected person.

31. Secretary

- 31.1 The Committee may appoint any person who is willing to act as the secretary for such term at such remuneration and on such conditions as the Committee thinks fit. From time to time the Committee may decide to remove such person and, at its discretion, to appoint a replacement.
- 31.2 A secretary who is also a Committee Member may not be remunerated, otherwise than as permitted by these Articles.

32. Minutes

The Committee shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Committee and of sub-committees of the Committee, including the names of the Committee Members present at each such meeting;

- (c) copies of resolutions of the Charity and of the Committee, including those passed otherwise than at general meetings or at meetings of the Committee; and
- (d) particulars of appointments of officers made by the Committee (including the names and appointment dates of such officers).

33. Seal

The Committee shall provide for the safe custody of a seal, if any, which shall only be used by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the secretary or by a second Committee Member or by some other person appointed by the Committee for the purpose.

34. Records and accounts

34.1 The Committee shall comply with the requirements of the Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

34.2 Accounting records relating to the Charity must be made available for inspection by any Committee Members at any reasonable time during normal office hours.

34.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Committee Member or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

35. Communications

35.1 The Charity may deliver a notice or other document to a Member:

- (a) by delivering it by hand to the address recorded for the Member in the register of Members;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing;
- (d) by electronic mail to an address notified by the Member in writing;
- (e) by a website, the address of which shall be notified to the Member in writing; or
- (f) by advertisement in at least two national newspapers.

35.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

35.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.

35.4 If a notice or document is sent:

(a) by post or other delivery service in accordance with article 35.1(b), it is treated as being delivered:

(i) 24 hours after it was posted, if first class post was used; or

(ii) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was properly addressed and put into the post system or given to delivery agents with postage or delivery paid;

(b) by fax, it is treated as being delivered at the time it was sent;

(c) by electronic mail, it is treated as being delivered at the time it was sent; and

(d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website, and

for the purposes of this Articles, no account shall be taken of any part of a day that is not a Business Day.

35.5 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

36. Irregularities

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

37. Indemnity

37.1 Subject to article 37.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Committee Member or former Committee Member of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

37.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

38. Rules or Byelaws

38.1 The Committee may from time to time establish such rules or byelaws as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules or byelaws may regulate:

- (a) the admission of Members of the Charity, their rights and privileges and other conditions of membership;
- (b) the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
- (c) the procedure at general meetings and meetings of the Committee and committees to the extent that such procedure is not regulated by the Act or by the Articles.

38.2 The Charity in general meeting may alter, add to or repeal the rules or byelaws by special resolution.

38.3 The rules and byelaws shall be binding on all Members and no rule or byelaw shall be inconsistent with or shall affect or repeal anything contained in the Articles.