

**A Company Limited by Guarantee  
and not having a share capital**

**Memorandum and Articles of Association  
For Aquaculture Stewardship Council**

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE**

**Articles of Association of  
Aquaculture Stewardship Council**

**Interpretation**

**1(1) In these Articles**

“the 2006 Act” means the Companies Act 2006,

“the Companies Acts” means the Companies Acts as defined in section 2 of the 2006 Act insofar as they apply to the Charity,

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number 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 these Articles,

“clear days” in relation to the period of a notice means a period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

“the Commission” means the Charity Commissioners for England and Wales,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form or by electronic means as defined by section 1168 of the 2006 Act,

“the memorandum” means the memorandum of association of the Charity,

“officers” includes the Trustees and a person appointed as company secretary (if any),

“the seal” means the common seal of the Charity if it has one,

“secretary” means the secretary of the Charity or any other person appointed to perform the duties formerly required of a company secretary, including a joint, assistant or deputy secretary and who may but need not be a Trustee,

“the Trustees” means the directors of the Charity The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

“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

- 1(2) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Acts 1993 and 2006 but excluding any statutory modification not in force when this constitution becomes binding on the Charity Apart from this, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force**

**Registered Office**

- 2 The Charity’s registered office is to be situated in England**

### **Limited liability and guarantee**

- 3 The liability of the members is limited. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

### **Objects**

- 4 The Charity's objects (the Objects) are
- 4(1) to conserve the marine and freshwater environments for the benefit of the public and to advance public education in the principles and practice of conservation, particularly, but not exclusively, by
- (i) conserving marine and freshwater fish populations and the environment on which they depend,
  - (ii) promoting for the public benefit effective management of fisheries and, ensuring the sustainability of global fish stocks and the health of aquatic ecosystems generally, and
  - (iii) establishing and promoting the application of a broad set of principles, standards and criteria for sustainable fishing

### **Powers**

- 5(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose)
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
  - (c) 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 36 and 37 of the Charities Act 1993,
  - (d) to make grants, donations or loans of money and to give or receive guarantees,
  - (e) to negotiate, make, accept, discount or otherwise deal in any negotiable instruments,

- (f) 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. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,
- (g) to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them,
- (h) to promote or carry out research and publish the useful results,
- (i) to publish and distribute information and hold meetings, lectures and conferences,
- (j) to carry out the objects whether as principal or agent and whether alone or with others,
- (k) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (l) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (m) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (n) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 12 and provided it complies with the conditions in that Article,
- (o) to
  - (i) deposit or invest funds,
  - (ii) employ a professional fund-manager, and
  - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 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,
- (p) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Article 5(2), but subject to the restrictions specified in Article 5(3),
- (q) 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,
- (r) to do all such other lawful things in any part of the world as are necessary for the achievement of the Objects,

5(2) The liabilities referred to in sub-clause 5(1)(p) above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity,
  - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)
- 5(3) (a) The following liabilities are excluded from Article 5(2)(a)
- (i) fines,
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer,
  - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not
- (b) There is excluded from Article 5(2)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

#### **Restrictions on use of funds or assets**

- 6 The income and property of the Charity shall be applied solely towards the promotion of the Objects

#### **Dissolution**

- 7(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
- (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects, or
  - (c) to any charity for use for particular purposes that fall within the Objects,
- 7(2) Subject to any such resolution of the members of the Charity, the Trustees 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 dissolution of the Charity be applied or transferred
- (a) directly for the Objects, or
  - (b) by transfer to any charity or charities for purposes similar to the Objects, or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects

- 7(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 such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

### **Trustees**

- 8(1) A Trustee must be a natural person aged 18 years or older
- 8(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21
- 8(3) Subject to Article 19, no one may be appointed as a Trustee if he or she is not an Individual Member or an authorised representative of a General Member
- 9 The number of Trustees shall be not less than three nor more than fifteen unless otherwise determined by ordinary resolution
- 10 The first Trustees shall be the subscribers to the memorandum (being individuals) and shall be those persons notified to Companies House as the first directors of the Charity
- 11 A Trustee may not appoint an alternate director/trustee or anyone to act on his or her behalf at meetings of the Trustees

### **Payments to Trustees**

- 12(1)(a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
- (b) Subject to Articles 5(2) and 5(3), a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense
- 12(2) 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 Trustee 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
- 12(3) Except as provided below, no Trustee may be employed by or receive any remuneration from the Charity (as defined in Article 12(7) below) but a connected person as defined under Article 12(6)(b) below may be so employed or remunerated subject to observance of the conditions contained in Article 12(6)(a) below
- 12(4) No Trustee may
- (a) buy any goods or services from the Charity,

- (b) sell goods, services, or any interest in land to the Charity,
- (c) receive any other financial benefit from the Charity,

unless

- (i) the payment is permitted by Articles 12(5) or 12(6) and the Trustees follow the procedure and observe the conditions set out in Article 12(6)(a), or
- (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

12(5) (a) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity

- (b) A Trustee may enter into a contract for the supply of goods or services to the Charity, other than for acting as a Trustee provided that the total value of the goods or services supplied in any one financial year does not exceed £5,000 or 1% of the Charity's income, whichever is the smaller number
- (c) Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees
- (d) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company
- (e) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper

12(6) (a) The Charity and its Trustees may only rely upon the authority provided by this Article if each of the following conditions is satisfied

- (i) The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances
- (ii) The Trustee is absent from the part of any meeting at which there is discussion of
  - his or her employment or remuneration, or any matter concerning the contract, or
  - his or her performance in the employment, or his or her performance of the contract, or
  - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 12(5), or
  - any other matter relating to a payment or the conferring of any benefit permitted by Article 12(6)
- (iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting

- (iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against that disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
  - (v) The reason for their decision is recorded by the Trustees in the minute book
  - (vi) A majority of the Trustees then in office have received no such payments
- 12(6)(b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is
- (i) a partner,
  - (ii) an employee,
  - (iii) a consultant,
  - (iv) a director, or
  - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital
- 12(7) In paragraphs (2), (3) and (5)-(7) of this Article 12
- (a) "Charity" shall include any company in which the Charity
    - holds more than 50% of the shares, or
    - controls more than 50% of the voting rights attached to the shares, or
    - has the right to appoint one or more directors to the Board of the company
  - (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner

### **Powers of Trustees**

- 13(1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 2006 Act, the Charities Acts 1993 and 2006, these Articles or any special resolution
- 13(2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees
- 13(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees
- 13(4) The Trustees have the right to invite any person to attend their meetings or general meetings of the Charity as an observer without the power to vote



## **Trustees' Retirement**

- 14 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees 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 Trustee he or she must retire.
- 15(1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 15(2) If a Trustee is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting provided that a retiring Trustee may, if willing to act, offer himself or herself for re-election for up to a maximum of 4 consecutive terms.
- 15(3) If the Charity at a meeting which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.

## **The Appointment of Trustees**

- 16 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Trustee, and
  - determine the rotation in which any additional Trustees are to retire
- 17 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless
- (1) he or she is recommended for re-election by the Trustees, or
  - (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 Trustee
    - (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 his or her willingness to be appointed
- 18 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 19(1) The Trustees may appoint up to two persons who are willing to act, to be Trustees

- 19(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation
- 20 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees

### **Disqualification and removal of Trustees**

- 21 A Trustee shall cease to hold office if he or she
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
  - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
  - (3) ceases (or the organisation s/he represents ceases) to be a member of the Charity,
  - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
  - (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or
  - (6) is absent without the permission of the Trustees or without acceptable apology from three consecutive Trustees' meetings or meetings of sub-committees held within a period of six consecutive months and the Trustees resolve that his or her office be vacated
  - (7) is removed from office either under section 168 of the 2006 Act or by a special resolution of the Charity whereupon the Charity may by a special resolution appoint another member in his/her place, but provided that any such person shall hold office for the same period as the removed Trustee would have held, had he or she not been removed
  - (8) fails to declare an interest as required by Article 29(1) below

### **Proceedings of Trustees**

- 22(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles
- 22(2) The Trustees may call a meeting of the Trustees and the secretary must call a meeting of the Trustees if requested to do so by any three Trustees. It shall not be necessary to give notice to a Trustee who is absent from the United Kingdom

- 22(3) Questions arising at a meeting shall be decided by a majority of votes
- 23(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 24(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made
- 24(2) The quorum shall be four or the number nearest to one quarter of total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees, provided that there shall be no quorum unless the total number of Trustees who are representatives of General Members exceeds those who are Individual Members
- 24(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
- 25 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 26(1) The Trustees at their first meeting after the Annual General Meeting shall elect the Honorary Officers of the Charity being the Chairperson, Vice-Chairperson and Treasurer and may at any time revoke such appointments. The Chairperson shall chair all meetings unless s/he is unwilling to do so or the Trustees decide otherwise
- 26(2) If the Chair is absent from a meeting, then the Vice-Chair if willing will preside. If the Vice-Chair is unwilling, then a Trustee present at the meeting may be appointed as chairperson for that meeting. If no Trustee is present or willing to preside within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting
- 27(1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held
- 27(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees

### **Delegation**

- 28(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book
- 28(2) The Trustees may impose conditions when delegating, including the conditions that

- the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees

28(3) The Trustees may revoke or alter a delegation

28(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees

### **Conflicts of Interest**

29(1) A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity that has not been previously declared

29(2) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

29(3) Where a Trustee has or may have an actual or potential conflict of interest under Article 29(2) above, the remaining Trustees may, by a simple majority vote at a quorate Trustees' meeting, and under the provisions of sections 175(4) and 175(5) of the 2006 Act, authorise that Trustee to continue to act despite the conflict or potential conflict (other than a direct or indirect personal financial interest)

### **Validity of Trustees' decisions**

30(1) Subject to Article 30(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee

- who was disqualified from holding office,
- who had previously retired or who had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without

- the vote of that Trustee, and
- that Trustee being counted in the quorum,

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

30(2) Article 30(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 30(1), the resolution would have been void, or if the Trustee has not complied with Article 29

## **Members**

- 31(1) The subscribers to the memorandum are the first members of the Charity
- 31(2) Membership is open to individuals ("Individual Members") and to not-for-profit organisations ("General Members") who
- (a) apply to the Charity in the form required by the Trustees, and
  - (b) are approved by the Trustees
- provided that at no time shall the number of Individual Members exceed one-quarter of the number of General Members
- 31(3)(a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
- 31(3)(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- 31(3)(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- 31(4) Membership is not transferable to anyone else
- 31(5) The Trustees must keep a register of names and addresses of the members

## **Classes of Membership**

- 32(1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- 32(2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership
- 32(3) The rights attached to a class of membership may only be varied if three-quarters of all the members entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation
- 32(4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

## **Termination of Membership**

- 33 Membership is terminated if
- (1) the member dies or, if it is an organisation, ceases to exist,
  - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,

- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due unless a simple majority of the Trustees resolve otherwise in relation to that member,
- (4) the member is removed from membership by a special resolution of the Charity voting in a general meeting that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

### **General meetings**

- 34(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- 34(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 35 The Trustees may call a general meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Trustees to call a general meeting, but if more than 12 months has elapsed since the last general meeting, then 5% of such members can make the request

### **Notice of general meetings**

- 36(1) The minimum period of notice required to hold a general meeting of the Charity is fourteen days unless a special resolution is to be considered, in which case the notice period is 21 days
- 36(2) A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote
- 36(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
- 36(4) The notice must be given to all the members and to the Trustees and auditors
- 37 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

## **Proceedings at general meetings**

- 38(1) No business shall be transacted at any general meeting unless a quorum is present
- 38(2) A quorum is
- 5 members present in person and entitled to vote upon the business to be conducted at the meeting, or
  - one twentieth of the total membership at the time whichever is the greater
- 38(3) The authorised representative of a General Member shall be counted in the quorum
- 39(1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall determine
- 39(2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 39(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting
- 40(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees
- 40(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting
- 40(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 40(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting
- 41(1) The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned
- 41(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution
- 41(3) 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
- 41(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting

### **Voting at general meetings**

- 42(1) 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
- (a) by the person chairing the meeting, or
  - (b) by at least two members having the right to vote at the meeting, or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 42(2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 42(2)(b) 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
- 42(3)(a) 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
- 42(3)(b) 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
- 42(4)(a) 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
- 42(4)(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 42(5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 42(5)(b) 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
- 42(5)(c) The poll must be taken within thirty days after it has been demanded
- 42(5)(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 42(5)(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting



## **Proxies: Appointment and Voting**

- 43(1) Any 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 general meeting of the Charity
- 43(2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the forms set out in the regulations made by the Trustees under Article 57 below and attached hereto

## **Written resolutions**

- 44 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. Organisational members must sign a written resolution through a representative. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 days of its first being circulated.

## **Votes of members**

- 45(1) Subject to Articles 32, 43 and 45(2) every member, whether an Individual Member or a General Member shall have one vote exercisable either in person or by proxy
- 45(2) In the event of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting, being either an Individual Member or the authorised representative of a General Member, shall be entitled to a casting vote in addition to any other vote(s) s/he has
- 46 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
- 47(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- 47(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity
- 47(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity

shall not be required to consider whether the nominee has been properly appointed by the organisation

## **Seal**

- 48 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee

## **Minutes**

- 49 The Trustees must keep (and where required, preserve for at least 10 years) minutes of all
- (1) appointments of officers made by the Trustees,
  - (2) proceedings at meetings of the Charity,
  - (3) meetings of the Trustees and committees of Trustees including
    - the names of the Trustees present at the meeting,
    - the decisions made at the meetings, and
    - where appropriate the reasons for the decisions

## **Accounts and Social Audit**

- 50(1) The Trustees must prepare for each financial year accounts as required by the 2006 Act. 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
- 50(2) The Trustees must keep accounting records as required by the Companies Acts
- 50(3) A social audit of the Charity's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from the financial accounts alone
- (a) Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor,
  - (b) A social audit may include an assessment of the internal democracy and decision-making of the Charity, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction, and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located

## **Annual Report and Return and Register of Charities**

- 51(1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to
- (a) the transmission of the statements of account to the Charity,
  - (b) the preparation of an annual report and its transmission to the Commission,
  - (c) the preparation of an annual return and its transmission to the Commission
- 51(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

## **Notices**

- 52 Any notice to be given to or by any person pursuant to the Articles
- (1) must be in writing, or
  - (2) must be given using electronic communications
- 53(1) 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 his or her address, or
  - (c) by leaving it at the address of the member, or
  - (d) by giving it using electronic communications to the member's address
- 53(2) 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
- 54 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
- 55(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 55(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- 55(3) A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
  - (b) in the case of an electronic communication, 48 hours after it was sent

## **Indemnity**

- 56 The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is

granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity

## **Rules**

- 57(1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- 57(2) The bye laws may regulate the following matters but are not restricted to them
- (a) 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,
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
  - (c) 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,
  - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles,
  - (e) generally, all such matters as are commonly the subject matter of company rules
- 57(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- 57(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- 57(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

## **Amendments**

- 58(1) No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 7 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Trustees or members of the Charity or persons connected with them, unless the same have been previously submitted to and approved by the Commission
- 58(2) No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members

## **REGULATIONS MADE UNDER ARTICLE 57(2)(d)**

### **1 PROXY VOTES**

- 1 In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below
- 2 The content of the proxy forms is set out below
- 3 If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Charity designated on the proxy form ("the designated address") at the same time as the signed proxy form
- 4 The designated address may be a postal or an email address
- 5 A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start
- 6 The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue
- 7 If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held
- 8 If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any trustee at the meeting where the poll was demanded
- 9 Where a member revokes the appointment of her/his/its proxy or a Member Body revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date)