

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SURREY YOUTH FOCUS

HHCS

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

SURREY YOUTH FOCUS

1. The Company's name is SURREY YOUTH FOCUS

(and in this document it is called the "Charity").

2. INTERPRETATION

In the Articles:

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|--------------------------------|--|
| "address" | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity; |
| "the Articles" | means the Charity's articles of association; |
| "the Charities Act" | means the Charities Act 1993, as amended by Charities Act 2006; |
| "the Charity" | means the company intended to be regulated by the Articles; |
| "clear days" | in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• 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 Commission for England and Wales; |
| "Companies Acts" | means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity; |
| "conflicts of interest" | means any interest of a Director (or person connected to a Director) that conflicts, or may conflict, with the |

interests of the Charity and includes a conflict of interest and duty and conflict of duties;

“connected person” for the purposes of restriction on remuneration means any of the following:

- a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Director;
- b) the spouse or civil partner of a Director or of any person in (a), including anyone living as the spouse or civil partner of any of the above;
- c) any person carrying on business in partnership with a Director or any person in a) to b) above
- d) any institution which is controlled either by a Director alone or in combination with any one or more of the persons in a) to c) above
- e) any body corporate in which a Director, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.

Any person who is a connected person in relation to any Director is referred to in these Articles as ‘connected’ to that Director;

“the Directors” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993 and ‘Director’ means any one of them;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value;

“the Memorandum” means the charity’s memorandum of association;

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

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

“the United Kingdom” means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in the Articles

have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

- 3.1. The liability of the members is limited.
- 3.2. Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it 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.

4. OBJECTS

The Charity's objects ('Objects') are specifically restricted to the following:

“to promote good practice and the efficiency and effectiveness of its member organisations for the benefit of young people primarily in Surrey, and the efficient application of resources for charitable purposes for the benefit of young people by associating such members in a common effort to educate young people, without distinction of sex, sexuality, disability, race or political or religious opinion, so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of society and that their full quality of life may be improved, by supporting and strengthening the work of its members, and by ensuring that the young people’s voice, concerns and issues are represented wherever it is most appropriate”.

5. POWERS

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- 5.1 to co-ordinate, promote and develop the work of the voluntary youth service organisations in membership by exchanging information and experience in order to combine efforts and share resources and exchange same with other bodies having similar purposes, including acting in a brokerage role and as an infrastructure organisation;
- 5.2 to develop the work of the voluntary youth service organisations by identifying areas of need, and promoting and developing suitable initiatives;
- 5.3 to act as a voice and a champion for the voluntary youth service organisations, represent their views and be a consultative body;
- 5.4 to work in partnership with the public, private and voluntary sectors and others to meet the needs of all young people through the provision of good youth services;

- 5.5 to encourage member organisations to provide opportunities for young people to participate in decision making;
- 5.6 to enter into membership of the National Council for Voluntary Youth Services;
- 5.7 to encourage high standards in all youth work/services for young people undertaken by the voluntary sector;
- 5.8 to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof;
- 5.9 to arrange and provide for or join in arranging and providing for, the holding of exhibitions, meetings, lectures, seminars and training courses;
- 5.10 to procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, films, or electronic communication as shall further the Objects;
- 5.11 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of fees, subscriptions, donations, contributions, legacies, grants, licence fees, appeals for funds or any other lawful method, and to accept and receive any gifts or property of any description, whether subject to a special trust or not. Provided always that any moneys so received by the Charity shall be used or applied by the Charity for or towards its charitable Objects and in relation to any contributions subject to any special trusts or conditions the Charity shall hold and apply the same in accordance with the trusts and conditions on which they were transferred and shall only deal with or invest the same in such manner allowed by law, having regard to such trusts;
- 5.12 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of the Objects, to manage and improve such property and to provide, construct, maintain, alter and equip any facilities, buildings or erections necessary or conducive to the Objects (subject to such consents as may be required by law);
- 5.13 to exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, manage and improve all or any part of the property or assets of the Charity and to exercise any rights, privileges or advantages, easements or other benefits attached to such property or assets and to undertake, maintain, execute and do all such lawful acts, matters and things as the Charity may be obliged or required or ought to do as the owner of such property or assets or to otherwise deal with any of the property and rights of the Charity as may be necessary or conducive to the Objects. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act;
- 5.14 to borrow and raise money and to enter into any derivative arrangement relating to such borrowing; to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, if it wishes to mortgage land;

- 5.15 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.16 to establish, support, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to, or aid in the establishment or support of, any charitable trusts, associations, institutions, societies or companies established for charitable purposes only;
- 5.17 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charitable trusts, associations, institutions, societies, companies, social enterprises or voluntary bodies with similar charitable purposes;
- 5.18 in exchange for full consideration, and subject to part V of the Charities Act, to grant licences or make any disposition of the property or assets of the Charity to a trading company formed and operated for a purpose of benefiting the Charity, provided that the Charity shall not undertake any permanent taxable trading activity and must comply with relevant statutory regulations. No licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Charity for non-charitable purposes;
- 5.19 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- 5.20 to lend and advance money or give credit on any terms and with or without security to any person, firm or company, including a trading company formed and operated in accordance with Article 5.18, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- 5.21 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.22 with respect to investments to:
 - 5.22.1 deposit or invest funds;
 - 5.22.2 employ a professional fund manager; and
 - 5.22.3 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;
- 5.23 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;

- 5.24 subject to Article 6, to grant pensions, allowances and gratuities to past or present officers or servants of the Charity or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons mentioned above;
- 5.25 to insure at the expense of the Charity and arrange insurance cover for and to indemnify its officers, staff, voluntary workers and members from and against all such risks incurred in the course of their duties as may be thought fit and in relation to the Directors (or any of them) so far as is permitted by Article 5.26.
- 5.26 to provide indemnity insurance for the Directors in accordance with Article 6 below;
- 5.27 to insure the Charity and the Charity's property against such risks as the Directors shall consider it prudent or necessary to insure against;
- 5.28 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.

6 APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 6.3 A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act.
- 6.4 A Director may receive an indemnity from the Charity in the circumstances specified in Article 38.
- 6.5 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
 - 6.5.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 6.5.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.6 Any Director for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her when instructed by other members of the Board of Directors to act in a professional capacity on behalf of the Charity provided that at no time shall a majority of the Directors benefit under this provision and that the Director in question shall withdraw from any meeting at which his or her own instruction, or that of his or her firm, is under discussion.

6.7 Subject to Article 6.6 above, no Director or connected person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity or receive remuneration, or receive any other financial benefit from the Charity.

6.8 In Articles 6.2 – 6.7:

“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 a majority of the Directors to the board of the company.

7 MEMBERS

7.1 The members are:

7.1.1 the subscribers to the Memorandum;

7.1.2 the Directors for the time being of the Charity;

7.1.3 such organisations as apply to the Charity for membership in the categories listed in Article 8 and are approved by the Directors.

7.2 Membership is not transferable.

7.3 The Directors must keep a register of names and addresses of the members.

8 CLASSES OF MEMBERSHIP

8.1 The classes of membership are as follows:

8.1.1 Full membership with full voting rights

8.1.2 Partners with no voting rights

8.1.3 Associates with no voting rights.

8.2 Full membership shall be open to any charity or voluntary youth organisation that is providing services for young people primarily within the County of Surrey, which furthers the Objects of the Charity and which:

8.2.1 is registered as a charity or is registered with Surrey County Council (or their successor body nominated for this purpose) as a voluntary youth organisation: and

8.2.2 has paid the Annual Subscription for full members as laid down from time to time by the membership in general meeting.

- 8.3 Partner membership shall be open to any body within the statutory sector which furthers the objects of the Charity and which has paid the Annual Subscription for Partner members as laid down from time to time by the membership in general meeting.
- 8.4 Associate membership shall be open to any body or organisation within the private sector which furthers the Objects of the Charity and which has paid the Annual Subscription for Associate members as laid down from time to time by the membership in general meeting.
- 8.5 Other classes of membership may be established from time to time by the Directors, but such classes shall not be full members, nor have full voting rights.
- 8.6 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.7 The rights attached to a class of membership may only be varied if:
- 8.7.1 three-quarters of the members of that class consent in writing to the variation;
or
- 8.7.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 8.8 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

9 APPLICATION FOR MEMBERSHIP

- 9.1 Organisations may apply to the Charity for membership within one of the categories in Article 8, in the form required by the Directors.
- 9.2 Such applications will be determined by the Directors, although applications may be considered and approved by a sub-committee of Directors, subject to final ratification by the full Board of Directors.
- 9.3 When refusing an application:
- 9.3.1 The Directors 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.
- 9.3.2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 9.3.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

10 TERMINATION OF MEMBERSHIP

Membership is terminated if:

- 10.1 the member organisation ceases to exist;
- 10.2 the member ceases to be a Director;
- 10.3 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 10.4 any sum due from the member organisation to the Charity is not paid in full within six months of it falling due;
- 10.5 the member or member organisation is removed from membership by a resolution passed by at least two-thirds of the members entitled to vote. A resolution to remove a member from membership may only be passed if:
 - 10.5.1 it is considered to be in the best interests of the Charity to remove such member from membership;
 - 10.5.2 the member has been given at least twenty-one days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed;
 - 10.5.3 the member or, at the option of the member, the members' representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

11 GENERAL MEETINGS

- 11.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 11.2 All subsequent annual general meetings shall be held within eight months of the end of the Charity's financial year.
- 11.3 The Directors shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 11.4 The Directors may call a general meeting at any time.

12 NOTICE OF GENERAL MEETINGS

- 12.1 The minimum periods of notice required to hold a general meeting of the Charity are:
 - 12.1.1 **twenty-one** clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - 12.1.2 **fourteen** clear days for all other general meetings.
- 12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general

meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 15.2.

- 12.4 The notice must be given to all the members and to the Directors and auditors.
- 12.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

13 PROCEEDINGS AT GENERAL MEETINGS

- 13.1 No business shall be transacted at any general meeting unless a quorum is present.
- 13.2 A member shall not be counted in the quorum on any matter on which they are not entitled to vote.
- 13.3 A quorum is:
 - 13.3.1 **ten** members present in person or by proxy and entitled to vote upon the upon the business to be conducted at the meeting; or
 - 13.3.1 **one tenth** of the total membership at the time, whichever is the greater.
- 13.4 The authorised representative of a member organisation shall be counted in the quorum.
- 13.5 In respect of a quorum, if:
 - 13.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 13.5.2 during a meeting a quorum ceases to be present;

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

14 CHAIRING MEMBERS' MEETINGS

- 14.1 Before any other business is transacted at a general meeting, the persons present shall appoint a chairman of the meeting. Notwithstanding the election of a Chairman of Directors, the members may invite the President or Vice-President to chair the meeting.
- 14.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 14.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 14.4 If no Director is present and willing to chair the meeting within fifteen minutes after

the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

15 VOTES OF MEMBERS

- 15.1 Subject to Article 8, every member, whether an individual or an organisation, shall have one vote.
- 15.2 A member may appoint another person as his proxy to exercise all or any of his or her rights and to speak and vote at members' meetings of the Charity.
- 15.3 Each full member organisation shall be entitled to appoint up to two representatives to attend formally constituted meetings of the Charity. Notwithstanding this, the member organisation shall only be entitled to **one** vote.
- 15.4 Each full member organisation shall notify the Charity of the name of its representative or representatives. The representative or representatives shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative or representatives may continue to represent the organisation until written notice to the contrary is received by the Charity. If either of the representatives resign from or otherwise leave the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 15.5 Any notice given to the Charity will be conclusive evidence that a representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.
- 15.6 A resolution put to the vote at a meeting shall be decided on a show of hands unless a poll is called for.
- 15.7 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.

16 POLLS

- 16.1 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:
 - 16.1.1 by the person chairing the meeting; or
 - 16.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 16.1.3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 16.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

- 16.3 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.
- 16.4 Withdrawing a demand:
- 16.4.1 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.
- 16.4.2 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.
- 16.5 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.
- 16.6 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.8 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, subject to being taken within thirty days after it has been demanded.
- 16.9 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

17 CONTENT OF PROXY NOTICES

- 17.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
- 17.1.1 states the name and address of the member appointing the proxy;
- 17.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 17.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 17.1.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 17.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as –
- 17.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions to put to the meeting; and
 - 17.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

18 DELIVERY OF PROXY NOTICES

- 18.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 18.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 18.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 18.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

19 ADJOURNED MEETINGS

- 19.1 If a meeting is adjourned because of a lack of a quorum, or by resolution of the members, the Directors 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.
- 19.2 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 19.3 The members present in person or by proxy at a meeting may resolve during the meeting, by ordinary resolution, that the meeting shall be adjourned.
- 19.4 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 19.5 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.

20 WRITTEN RESOLUTIONS

- 20.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 20.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 20.1.2 in the case of a special resolution, it must state in the written resolution that it is to be passed by means of a special resolution;
 - 20.1.3 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 20.1.4 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 20.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 20.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

21 PATRONS, PRESIDENT AND VICE-PRESIDENTS

- 21.1 At the annual general meeting of the Charity the members may invite and elect a President and a Vice-President or Vice-Presidents.
- 21.2 For the avoidance of doubt, no President or Vice-President shall be Directors or members of the Charity.

22 DIRECTORS

- 22.1 A Director must be a natural person aged 16 years or older.
- 22.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 26.
- 22.3 The first Directors shall be those persons notified to Companies House as the first directors of the Charity
- 22.4 The number of Directors shall be not less than **three** and not more than **fifteen**.
- 22.5 The Directors shall comprise:
- 22.5.1 not more than five individuals;
 - 22.5.2 not more than ten persons who are representatives of member organisations

all of whom shall be elected at the annual general meeting and shall hold office from the conclusion of that meeting.

- 22.6 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

23 POWERS OF DIRECTORS

- 23.1 The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Charities Act, the Articles or any special resolution.

- 23.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

- 23.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

- 23.4 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Directors and shall indicate the name of the Charity.

24 APPOINTMENT OF DIRECTORS

- 24.1 A Director shall be appointed for a term of three years, but may be re-elected, subject to a maximum of two terms of office, or six years in total.

- 25.2 Thereafter a Director shall not be eligible for re-appointment until one year after his or her retirement. In this Article 25.2 a “year” means the period between one annual general meeting and the next.

- 25.3 A Director shall be appointed either:

25.3.1 by ordinary resolution of the members at general meeting; or

25.3.2 by the Board of Directors.

- 25.4 No person may be appointed a Director at any general meeting unless:

25.4.1 he or she is recommended for election or re-election by the Directors; or

25.4.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

25.4.2.1 is signed by a member entitled to vote at the meeting;

25.4.2.2 states the member’s intention to propose the appointment of a person as a Director;

25.4.2.3 contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and

25.4.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

- 25.5 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 or any resolution to be put to the meeting to appoint a Director.
- 25.6 The Directors may appoint a person who is willing to act to be a Director, provided that no more than one-third of the total number of Directors may be appointed by the remaining Directors.
- 25.7 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting, although they may be re-appointed by the members.
- 25.8 The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 25.9 No person shall be entitled to act as a Director, whether on a first or on any subsequent entry into office until after signing a copy of the terms of reference for Directors which includes a declaration of his or her willingness to act in the interests of the Charity, and returning the signed copy to the Chairman.

26 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 26.1 A Director shall cease to hold office if he or she:
 - 26.1.1 is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 or if he or she ceases to be a Director by virtue of any provision in the Companies Acts;
 - 26.1.1 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act (or any statutory re-enactment or modification of that provision);
 - 26.1.2 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged or the bankruptcy order has not been annulled or rescinded;
 - 26.1.3 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
 - 26.1.4 ceases to be a member of the Charity;
 - 26.1.5 ceases to hold office or be a member of a member organisation;
 - 26.1.6 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 26.1.7 resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
 - 26.1.8 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or

- 26.1.9 fails to declare the nature of any direct or indirect interest in Charity business as required by Companies Acts or these Articles, and the Directors determine that their office shall be vacated.
- 26.2 Where, by virtue of these Articles, a person becomes disqualified from holding, or from continuing to hold, office as a Director, and he or she is, or is proposed to become, a Director, he or she shall upon becoming so disqualified give notice in hard copy or electronic form of that fact to the Charity.
- 26.3 In accordance with the Companies Acts, upon giving of special notice of twenty-eight clear days, the Charity may, by passing an ordinary resolution (and complying with the procedures set out in sections 168 and 169 of the Companies Act 2006), remove any Director before the end of his period of office notwithstanding anything in these Articles or any agreement between the Charity and the Director to the contrary.
- 26.4 The removal of a Director shall be without prejudice to and shall not affect any obligation or liability incurred by him or her or to which he or she was subject prior to their removal.

27 REMUNERATION OF DIRECTORS

- 27.1 Directors may be paid all reasonable and proper out of pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or members' meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration unless it is authorised by Article 6.

28 PROCEEDINGS OF DIRECTORS

- 28.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 28.2 The Directors shall hold at least two board meetings each year.
- 28.3 The Directors shall appoint a Director to chair their meetings and may at any time revoke such an appointment.
- 28.4 The Chairman shall act as chairman at meetings of Directors. If the Chairman is not present, the Directors present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 28.5 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 28.6 Not less than fourteen days' notice shall be given of board meetings and the notice convening the meeting shall specify the time and location of the meeting and the nature of the business to be discussed.
- 28.7 A special meeting may be called at any time by any of the Directors upon not less than fourteen days' notice being given as above.
- 28.8 Meetings may be called at short notice with the agreement of all Directors.

- 28.9 Questions arising at a meeting shall be decided by a majority of votes.
- 28.10 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 28.11 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 28.12 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 28.13 The quorum shall be **three** or the number nearest to **one-third** of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- 28.14 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 28.15 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies, of calling a general meeting or of protecting the assets of the Charity.
- 28.16 A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- 28.16.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 28.16.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 28.17 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

29 DELEGATION

- 29.1 The Directors may delegate any of their powers or functions to a committee of **two** or more Directors but the terms of any delegation must be recorded in the minute book.
- 29.2 The Directors may impose conditions when delegating, including the conditions that:
- 29.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate or exclusively by the Directors on the committee where non-Directors are invited to attend;

29.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

29.3 The Directors may revoke or alter a delegation.

29.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

29.5 Any person employed by the Charity may be invited to be in attendance at meetings of the Directors or any sub-committee and may take part in discussions at such meetings, but shall not be entitled to vote.

30 DECLARATION OF DIRECTORS' INTERESTS

30.1 Every Director has a duty to declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

30.2 A Director must absent himself or herself from any discussions of the Directors 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).

30.3 This Article applies equally to connected persons.

31 CONFLICTS OF INTEREST

31.1 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:

31.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

31.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

31.1.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

31.2 In this Article a conflict of interest 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 Director or to a connected person.

32 VALIDITY OF DIRECTORS' DECISIONS

32.1 Subject to Article 32.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- 32.1.1 who was disqualified from holding office;
- 32.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 32.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without:
 - 32.1.3.1 the vote of that Director; and
 - 32.1.3.2 that Director being counted in the quorum;
 the decision has been made by a majority of the Directors at a quorate meeting.

32.2 Article 32.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 32.1, the resolution would have been void, or if the Director has not complied with Article 30.

33 SEAL

33.1 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed in accordance with the Companies Acts.

34 MINUTES

- 34.1 The Directors must keep minutes of all:
 - 34.1.1 appointments of officers made by the Directors;
 - 34.1.2 proceedings at meetings of the Charity;
 - 34.1.3 meetings of the Directors and committees of Directors including:
 - 34.1.3.1 the names of the directors present at the meeting;
 - 34.1.3.2 the decisions made at the meetings; and
 - 34.1.3.3 where appropriate the reasons for the decisions.
- 34.2 The Directors shall ensure that minutes are made of all discussions and business transacted at meetings of the Directors and any sub-committees. Such minutes shall be read, confirmed and signed by the Chairman of the next subsequent meeting. The signed minutes shall be retained as a record with the company books

35 ACCOUNTS

35.1 The funds belonging to the Charity shall be applied only in furthering the Objects and in accordance with the provisions of the Financial Procedures Manual which must be reviewed and approved by Directors at least annually.

35.2 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. They must be audited or independently examined in accordance with the Companies Acts.

35.3 The Directors must keep accounting records as required by the Companies Acts.

36 ANNUAL REPORT AND RETURN

36.1 The Directors must comply with the requirements of the Charities Act with regard to the:

36.1.1 transmission of the statements of account to the Charity;

36.1.2 preparation of an Annual Report and its transmission to the Commission;

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

36.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

36.3 The Directors shall also comply with their obligations under the Companies Acts as to the preparation of an annual return and its transmission to the Registrar of Companies, together with all forms and resolutions as appropriate.

37 MEANS OF COMMUNICATION TO BE USED

37.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

37.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

37.3 Any notice to be given to or by any person pursuant to the Articles must be either:

37.3.1 in writing; or

37.3.2 in electronic form, as long as a such person has agreed to receive the notice in that form and has not, since the time of that agreement, indicated otherwise.

37.4 The Charity may give any notice to a member either:

37.4.1 personally; or

37.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

- 37.4.3 by leaving it at the address of the member; by giving it in electronic form to a notified address;
- 37.4.4 by placing the notice on a website and providing the member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 37.5 Any member who has received a notice, resolution or document from the Charity otherwise than in hard copy form, is entitled to require the Charity To send him a version of the notice, resolution or document in hard copy form as soon as reasonably practicable and, in any event, within 21 days of receipt of the request and the Charity may not make a charge for providing the notice, resolution or document.
- 37.6 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.
- 37.7 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.
- 37.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 37.9 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 37.10 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- 37.10.1 48 hours after the envelope containing it was posted; or
 - 37.10.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 37.11 In calculating a period of hours for the purposes of sending notices, resolution or documents to members (but not for the purposes of clear days under Article 12), no account shall be taken of any part of a day that is not a working day.

38 INDEMNITY

- 38.1 Every Director, auditor, secretary or other officer of the Charity shall be entitled to be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him acting in his role, save that no Director, auditor, secretary or other officer of the Charity shall be entitled to be indemnified:
- 38.1.1 for any liability incurred by him to the Charity or any associated body corporate;
 - 38.1.2 for any fine imposed in criminal proceedings;

38.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

38.1.4 for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;

38.1.5 for any costs for which he has become liable in defending any civil proceedings brought by the Charity or an associated body corporate in which a final judgment has been given against him; and

38.1.6 for any costs for which he has become liable in connection with any application under sections 144 or 727 of the Companies Act 1985 or section 661(3) or (4), and section 1157 of the Companies Act 2006 in which the court refuses to grant him relief and such refusal has become final.

39 RULES

39.1 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

39.2 The bye laws may regulate the following matters but are not restricted to them:

39.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

39.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

39.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

39.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;

39.2.5 generally, all such matters as are commonly the subject matter of company rules.

39.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

39.4 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

39.5 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.

40 DISSOLUTION

- 40.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 40.1.1 directly for the Objects; or
 - 40.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 40.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 40.2 Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
- 40.2.1 directly for the Objects; or
 - 40.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 40.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 40.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with Article 40.1 is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Amendments

This model is based on the Charity Commission model dated August 2010 with the following amendments:

Article	Amendments
Arts 5.1 to 5.10 Arts 5.18 to 5.20 Arts 5.24 to 5.25 Art 5.27	New powers, largely taken from existing constitution
Arts 5.11 to 5.14, Arts 5.16 to 5.17	Wording expanded
Art 6.8	“one or more” changed to “a majority of the” directors
Art 6.8	Connected persons now in definitions section at the beginning
Art 7.1	Existing directors automatically members
Art 10.1	Director automatically ceasing to be member once retire as director
Art 13.2	Conflicted member not counted in quorum
Art 20.1.2	Written special resolution must state that it is special resolution
Art 24.4	Additional provision re: bank account
Art 26.1	Additional reasons for disqualification of directors
Art 26.2	Notice of disqualification to charity
Art 26.3	Removal of directors by members
Art 26.4	Directors still subject to liability despite removal
Art 28.12	Additional action to be taken by less than quorate directors
Art 34.2	Additional wording
Art 36.3	Including returns to Companies House
Art 37.5	Right for members to request hard copy of notices
Art 37.11	Calculating notice periods
Arts 6.6, 8, 9.2, 11.2, 11.3, 14.1, 15.3, 15.4, 21, 25.1, 25.2, 25.6, 25.9, 28.2-28.6, 29.1, 29.5, 38.1	Taken from existing constitution