



Company Number 4146487

**The Companies Acts 1985 and 1989**  
**Company Limited by Guarantee and not having a Share Capital**

**Articles of Association**  
**of**  
**Age UK West Sussex, Brighton and Hove**

**General**

- 1 In these Articles, if not inconsistent with the subject or context:  
**'the Act'** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.  
  
**Charities Acts** means the Charities Acts 1992 – 2016 and any statutory re-enactment or amendment of those acts.  
  
**'the Organisation'** means the above-named company.  
  
**'clear days'** in relation to the period of a notice means that 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 Board'** means the Board of Trustees of the Organisation which has the general control and management of the administration of the Organisation and forms the body of Trustees as defined in the Charities Acts.  
  
**'month'** means calendar month.  
  
**'the Office'** means the registered office of the Organisation.  
  
**'the United Kingdom'** means Great Britain and Northern Ireland.  
  
**'in writing'** means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.  
  
Words importing the singular only shall include the plural, and vice versa;  
  
Words importing the feminine only shall include the masculine, and vice versa;  
  
Words importing persons shall include corporations.  
  
Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.
- 2 The registered office of the Organisation shall be situated in England and Wales.
- 3 The Organisation is established :
  - a) to promote and develop services for older people in any manner which now or hereafter may be deemed by law to be charitable in and round West Sussex or such other areas as the trustees shall determine from time to time (for the avoidance of

doubt this shall include the areas of Portslade, Brighton and Hove) (hereinafter called "the area of benefit").

- b) to provide or assist in the provision of facilities in the interest of social welfare for recreation, community participation or other leisure time occupation of individuals who have use of such facilities by reason of their age, infirmity or disability, financial hardship or social circumstances with the object of improving conditions of life in the community at large.

- 4 In furtherance of the object but not otherwise, the Organisation may exercise the following powers:

**Activities**

- a) to encourage, promote and organise direct services appropriate to the needs of individual or groups of older people and if thought fit to make reasonable charges for any services provided hereunder.
- b) to co-operate with other charities, voluntary bodies, statutory authorities and other organisations operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them.
- c) to establish, support, undertake or execute any charitable trusts, associations or institutions formed for all or any of the objects.
- d) to promote and carry out, or assist in promoting and carrying out, surveys, investigations and research.
- e) to provide food drink and refreshments as appropriate but only for persons participating in the activities of the organisation.
- f) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and training courses.
- g) to publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and other material.
- h) to appoint and constitute such advisory committees as the Board of Trustees (hereafter referred to as "the Board" and as further described in Article 1 of the Articles of Association) may think fit.
- i) to establish, merge or acquire subsidiary companies to assist or act as agents for the organisation

**Property**

- j) to purchase, take on lease or in exchange hire or otherwise acquire any property and build, improve maintain and equip any building or buildings which may be necessary for any of the purposes of the Organisation.
- k) to sell, lease or otherwise dispose of all or any part of the Organisation's property, subject to complying with the restrictions on disposals imposed by the Charities Acts.

**Finance**

- l) to obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by older people in direct furtherance of the object of the Organisation, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its object, including the sale of goods produced by older people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the object of the Organisation, but otherwise the Organisation shall not undertake any substantial permanent trading activities in raising funds for the object of the Organisation.
- m) to borrow money for the purposes of the Organisation on such terms and on such security as may be thought fit including mortgaging all or any part of the

Organisation's property as security for repayment of the money borrowed subject to complying with the restrictions on mortgages imposed by the Charities Acts.

- n) to operate a bank or building society account or accounts in the name of the Organisation.
- o) to pay out of the funds of the Organisation the costs, charges and expenses of and incidental to the formation and registration of the Organisation.
- p) to make grants, loans of money and to give guarantees

#### **Employment, etc.**

- q) to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the purposes of the Organisation and on such reasonable terms and at such reasonable remuneration as may be thought fit and to make all reasonable and necessary provision for the payment of pensions to or on behalf of employees and their dependants.

#### **Investment**

- r) to invest the monies of the organisation not immediately require for its own purposes in or upon such investments, securities or property of whatsoever nature and wherever situate as may be thought fit (including for the avoidance of doubt but without limiting the effect of this power, shares in a private company) to the intent that the organisation shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial power PROVIDED THAT the Board shall seek written professional advice from a person of standing who is authorised to give investment advice on the Financial Services Act 1986 or other relevant legislation, before exercising such powers.

#### **Insurance**

- s) to apply monies in insuring any buildings being the property of the Organisation at their full value.
- t) to insure and arrange insurance cover for and to indemnify the officers servants and voluntary workers of the Organisation and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- u) to pay the cost of purchasing and maintaining indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Organisation; PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees.

#### **Copyright, etc.**

- v) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Organisation and grant licences conferring the right to use the name of the Organisation or such other copyrights, trademarks, rights and privileges of the Organisation whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitation.

#### **Merger and Joint Enterprise**

- w) to acquire, merge with, or to enter into any partnership or joint venture arrangement with any other charity .
- x) to set aside income as a reserve against future expenditure but only in accordance with a written reserves policy.

#### **General**

- y) to do all such other lawful things as shall further the attainment of the above object.

#### **Membership of the Organisation**

- 5 a) Membership of the Organisation shall consist of:
  - (i) the subscribers to the Memorandum of Association;
- b) Membership shall be open on such terms and conditions as determined by the Board subject to review by the Organisation at a General Meeting.
- c) Organisations or individuals being in sympathy with the object of the Organisation may apply to be associate members of the Organisation on such terms and conditions as the Board may determine but in any event associate members shall not be entitled to vote at General Meetings of the Organisation.
- 6 The Board shall have the right to refuse any application for membership (or associate membership) without giving any reason therefor.
- 7 The Board shall have the right for any good and sufficient reason to terminate the membership (or associate membership) of any member or refuse renewal of any existing membership PROVIDED ALWAYS that the member concerned shall have a right to be heard by the Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the Organisation.
- 8 The Organisation shall keep a register of members in accordance with the Act, and every member of the Organisation shall either sign a written consent to become a member or sign the register of members on becoming a member.

#### **General Meetings**

- 9 a) The Organisation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place (subject to paragraph b) below) as may be determined by the Organisation.
- b) Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Organisation holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10 The Organisation shall hold at least two Ordinary General Meetings in each calendar year. All meetings other than Annual General Meetings and Ordinary General Meetings shall be called Extraordinary General Meetings.
- 11 Subject to Articles 9 and 10, the Board may whenever it thinks fit convene any General Meeting. Extraordinary General Meetings may also be convened on a members' requisition as provided by the Act.
- 12 At least twenty-one days' notice in writing shall be given of every Annual General Meeting and of every meeting convened to pass a Special Resolution. At least fourteen days' notice in writing shall be given of every other General Meeting.

## **PROVIDED THAT**

A General Meeting shall be called by shorter notice if it is so agreed:

- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and
- b) in the case of any other meeting by such proportion of them as is prescribed by the Act or determined by the Organisation in accordance with the Act.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the members of the Board and auditors.

- 13 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at General Meetings**

- 14 The business to be transacted at an Annual General Meeting shall include:

- a) the consideration of audited accounts of the Organisation;
- b) the reports of the Board and of the Auditors,
- c) the election of members of the Board (when appropriate), and
- d) the appointment of, and the fixing of the remuneration of, the Auditors.

- 15 No business shall be transacted at any General Meeting unless a quorum is present. Unless otherwise decided by the members in General Meeting one-fifth of the members shall be a quorum.

- 16 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Board may determine.

- 17 The Chair of the Board shall preside as Chair at every General Meeting, and shall have the right to attend all meetings of committees and other task groups or advisory groups. If at any meeting the Chair shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, and if the Deputy Chair is not present or is unwilling to preside, the members of the Board present shall choose some member of the Board to act as Chair and if only one member of the Board is present and willing to act, that member shall be Chair. If no such member of the Board be present, or if all the members of the Board present decline to take the chair, the members of the Organisation present shall choose one of their number to preside.

- 18 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place. No business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 19 a) A resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is duly demanded.
- b) Subject to the provisions of the Act, a poll may be demanded by:
- (i) the Chair, or
  - (ii) at least three members having the right to vote at the meeting, or
  - (iii) 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.
- c) Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- d) The demand for a poll may only be withdrawn with the consent of the Chair.
- e) No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 20 A poll shall be taken at such time and place, and in such manner, as the Chair directs not being more than thirty days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
- 22 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded.
- 23 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which the member was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more members.

#### **Votes of members**

- 24 Subject as hereinafter provided, every member shall have one vote. An associate member shall not be entitled to vote.
- 25 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Organisation in respect of membership, shall be entitled to vote on any question at any General Meeting.

#### **Board of Trustees**

- 26 a) The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association who shall hold office until the conclusion of the first Annual General Meeting.
- b) The number of the members of the Board shall never be less than 3.
- 27 a) After the first Annual General Meeting, the Board shall consist of:

- (i) the Chair of the Organisation elected under Article 28 below;
  - (ii) Up to eleven persons elected by the members at an Annual General Meeting under the provisions of Article 28, or such other number as may be determined in accordance with Article 29 below.
  - (iii) persons co-opted under the provisions of Article 29 below.
- 28 a) Elections for the Chair and members of the Board appointed in accordance with Article 27 a)(i) and (ii) Election of chair shall take place at the first ordinary meeting following the AGM at least once every three years. The Annual General Meeting may provide for the rules governing an election if the Board has made no Regulations in accordance with Article 35 below.
- b) The persons elected as Chair and to the Board may serve for three years from the date of their election and are eligible for re-election save that no person may serve for more than a maximum of two consecutive terms of office of three years. At that time such persons may not be re-elected to the Board until a clear calendar year out of office is completed. Any person in office at the date of these 2019 amendment shall be eligible to serve two further terms of office from the conclusion of their existing term of office.
- c) Persons elected as Chair and to the Board need not be members of the Organisation at the time of their election but will automatically become members from the time of their election, subject to the provisions of Article 5.
- d) Any voting member may nominate a person for election as Chair or as a member of the Board. In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and, if submitted before the meeting, be in writing.
- e) The Board may nominate a person or persons as Chair or members of the Board but in this case such nomination must be sent to members of the Organisation at the same time as the notice of the meeting at which voting for the Chair or Board members is to take place.
- f) If nominations exceed vacancies, an election shall take place by ballot among the members of the Organisation. The Board will have power to decide whether this ballot should be postal, or held at the meeting called for the purpose, or a combination of the two.
- 29 a) The Board may appoint persons to fill any casual vacancies which occur during the year amongst the elected members of the Board, such appointments to terminate at the end of the term for which the original member was elected. For the avoidance of doubt, such a person may serve for two terms of three years from the date of their election.
- b) The Board may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a member of the Board as defined in Article 1.
- 30 a) The Board may co-opt any person, whether or not a member of the Organisation, to membership of the Board until the conclusion of the Annual General Meeting next following, provided that the number of co-opted persons shall not exceed one-third of the total number of members elected under categories (i) and (ii) of Article 27 a) above.

- b) A person whose co-opted membership of the Board has terminated shall be eligible for co-option again at any time. However such a person shall be subject to a maximum total term of office of 6 years.
- 31 Subject to the provisions of these Articles, the Organisation may from time to time in General Meeting increase the number of members of the Board and may make the appointments necessary for effecting any such increase.

#### **Honorary Officers**

- 32 a) The Honorary Officers of the Organisation shall consist of a Chair and such other Honorary Officers (such as a Deputy Chair or Honorary Financial Adviser) elected by the Board as it thinks fit from amongst its own members.
- b) Except for the Organisation's first Honorary Officers (who shall be, or be appointed by, the first members of the Board until the first Annual General Meeting), all Honorary Officers shall be elected at the first Board meeting next following the Annual General Meeting and shall hold office until the conclusion of the Annual General Meeting at which they retire or must seek re-election.
- 33 The Board may appoint persons to fill any casual vacancies for Honorary Officers which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following.

#### **Powers of the Board**

- 34 a) The business of the Organisation shall be managed by the Board subject to the provisions of the Act, the Memorandum and Articles and to any directions given by special resolution. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- b) The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Organisation as it thinks fit.
- c) A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 35 The Board shall have power to make, repeal and amend Regulations for any matter concerned with the administration of the affairs of the Organisation and in particular for the conduct of meetings, the nomination of members of the Organisation and the Board and the method of election to the Board provided they are not inconsistent with these Articles. Such Regulations, and any repeals and amendments, shall have effect until set aside by the Board or at a General Meeting.
- 36 The member or members for the time being of the Board may act notwithstanding any vacancy in their body; but if the number of members of the Board shall at any time be less than the minimum prescribed by or in accordance with these Articles, they may act as the Board only for the purpose of admitting persons to membership of the Organisation, filling vacancies or calling a General Meeting.

#### **Secretary**

- 37 a) The Secretary shall be appointed by the Board for such time, at such remuneration (if any) and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.



- b) No member of the Board shall occupy the salaried position of Secretary.

### **The Seal**

- 38 The common seal of the Organisation (if any) shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the secretary or by a second member of the Board.

### **Disqualification and removal of members of the Board**

- 39 The office of a member of the Board shall be vacated if that member:
  - a) ceases to be a member of the Board by virtue of any provision of the Act or becomes prohibited by law from being a member of the Board; or
  - b) becomes bankrupt or makes any arrangement or composition with creditors generally; or
  - c) is, or may be, suffering from mental disorder and either:
    - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984 (or any statutory re-enactment or modification of these Acts), or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that member's property or affairs; or
  - d) resigns as a member of the Board by notice to the Organisation; or
  - e) fails without reasonable excuse to attend three consecutive meetings of the Board and the Board resolves that the office of that member be vacated.
- 40
  - a) In addition and without prejudice to the provisions of section 303 of the Act, the Organisation may by Extraordinary Resolution remove any member of the Board before the expiration of that member's period of office.
  - b) The Organisation may by an Ordinary Resolution appoint another qualified member instead; but any person so appointed shall retain office so long only as the member being replaced would have held that office.

### **Application of Income and Property**

- 41 The income and property of the Organisation shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Organisation and no Trustee shall be appointed to any office of the Organisation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Organisation;

**PROVIDED THAT** nothing herein shall prevent the payment, in good faith by the Organisation:

- a) of reasonable and proper remuneration to any member, officer or servant of the Organisation (not being a Trustee) for any services rendered to the Organisation, provided nevertheless that a Trustee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Organisation;
  - b) of interest on money lent by any member of the Organisation or a Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Board;
  - c) of reasonable and proper rent for property conveyed or let by any member of the Organisation or a Trustee;
  - d) of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may also be a member holding not more than one hundredth part of the issued capital of such company;
  - e) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees.
42. No alteration of Article 7 above or Article 64 below or any other regulated alteration within the Charities Acts shall be made without the prior approval of the Organisation Commission or the High Court.

### **Conflict of Interest**

- 43.1 If a conflict of interests arises for a trustee 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 this memorandum the unconflicted trustees may authorise such conflict of interest where the following apply:
- a) The conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;
  - b) The conflicted trustee does not vote on any such matter and is not to be counted when considering a quorum of trustees is present at the meeting;
  - c) The unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
- 43.2 In this clause a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such conflict which does not involve a direct or indirect benefit of any nature to a trustee

### **Proceedings of the Board**

- 44 The Board may regulate its proceedings as it thinks fit subject to the provisions of these Articles. It may determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board shall never be less than one quarter or three of the members of the Board (whichever is the greater number). A person may

be present by electronic means and count in the quorum provided they can either see or hear the other members of the meeting present.

- 45 The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, and financial management, and such other policies.
- 46 a) A member of the Board may, and on the request of a member of the Board the Secretary shall, call a meeting of the Board by giving notice to all members of the Board; but a member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- b) Fourteen days' notice of any meeting of the Board shall be given by the Secretary to all members of the Board save that if any three members of the Board decide that it is necessary to call a meeting of the Board on shorter notice such a meeting may be called on four days' notice.
- 47 The Chair and Deputy Chair of the Organisation shall be the Chair and Deputy Chair of the Board respectively. If at any meeting the Chair (or Deputy Chair) is not present within five minutes after the time appointed for the meeting or is unwilling to preside, the members of the Board present shall choose one of their numbers to be Chair of the meeting.
- 48 All members of the Board shall be entitled to vote, and any matters arising shall be determined by a simple majority of those present and voting. In case of an equality of votes the Chair shall have a second or casting vote.
- 49 a) The Board may appoint a Finance Committee and such other Special or Standing Committees as it may deem necessary from time to time and shall determine their terms of reference, powers, duration, quorum and membership provided that:
- (i) no committee appointed under this Article shall be given power to co-opt more than one-quarter of its total membership.
- (ii) no such committee shall have power to spend or commit the assets of the Organisation without the prior approval of more than one-half of its members being voting members of the Board.
- (iii) the proceedings of all such committees shall be minuted and reported to the meeting next following of the Board.
- b) (i) The Board shall establish a Committee (called the Liaison Committee or some other appropriate name) to bring together in discussion those appointed to represent the Organisation on other bodies, and representatives of other bodies in membership of the Organisation.
- (ii) The (Liaison) Committee shall meet at least twice a year, prior to ordinary meetings of the Organisation, to receive written reports from its members and to conduct its business as determined by the Board in accordance with article 49 A) and C).
- c) Regulations may from time to time determine the number of days' notice of the meetings of any such committees. In the event that the Regulations make no provision at all for such notice as aforesaid, fourteen days' notice of any committee meetings shall be given by the secretary of the committee to all members of the committee, save that if any four members of the committee decide that it is necessary to call a committee meeting on shorter notice such a meeting may be called on four days' notice.

- 50 All acts done in good faith by any meeting of the Board or by any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuation in office of any such member or person acting as aforesaid, or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and had continued in office and was qualified to be a member of the Board and had been entitled to vote.
- 51 A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board or of such committee (as the case may be). Such resolution in writing may consist of several documents in the like form each signed by one or more members of the Board.

### **Minutes**

- 52 The Board shall cause proper minutes to be made of:
- a) all appointments of officers made by the Board; and
  - b) all proceedings at meetings of the Organisation and of the Board and of committees of the Board, including the names of the members of the Board present at such meetings.

Any such minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **Accounts**

- 53
- a) The Board shall cause proper accounts to be kept, audited and made available to the members of the Organisation in accordance with the provisions of the Act.
  - b) In addition to the above, the Honorary Financial Adviser, or the Chair in the absence of the Honorary Financial Adviser, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Organisation's financial position.
- 54 Bank or building society accounts shall be opened in the name of the Organisation on such terms as the Board shall decide. The Board shall decide which of its members and staff may sign cheques on behalf of the Organisation. Every cheque will be signed by two persons from the following; up to three trustees, the Chief Executive and the Chief Finance
- 55
- a) The accounting records and other books or documents of the Organisation shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
  - b) No member (other than a member of the Board) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Organisation except as conferred by statute or authorised by the Board or by the Organisation in General Meeting.

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

- 56 The trustees must comply with the requirements of the Charities Acts with regard to:

- a) Transmission of the statement of account to the organisation
  - b) Preparation of an Annual Report and the transmission to the Charity Commission
  - c) Preparation of the annual return and its transmission to the Commission
- 57 The trustees must notify the Charity Commission promptly of any changes to the organisation's entry on the Central Register of Charities

#### **Notices**

- 58 Any notice to be given to or by any person pursuant to these Articles shall be in writing or email except that a notice calling a meeting of the Board need not be in writing.
- 59 A notice may be served by the Organisation upon any member, either personally or by email or by sending it through the post in a prepaid envelope addressed to the registered address of the member as appearing in the register of members or by leaving it at that address.
- 60 Members whose registered addresses are not within the United Kingdom and who give the Organisation an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at such address. Otherwise no such member shall be entitled to receive any notice from the Organisation.
- 61 A member present at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 62 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof of despatch of an email shall be proof that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or in the case of an email 24 hours after it was sent.

#### **Liability**

- 63 The liability of the members is limited.

#### **Guarantee**

- 64 All members of the Organisation undertake to contribute to the assets of the Organisation, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Organisation contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding one pound.

#### **Dissolution**

- 65 If the Organisation is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Organisation, but shall be given or transferred to some other Organisation or charities having objects similar to the objects of this Organisation, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on this Organisation by Article 41 above, to be chosen by the members of the Organisation at or before the time of dissolution in consultation with **Age UK** and if that cannot be done, then to some other charitable object. *With the approval of the Organisation The Commission or other authority having jurisdiction under the Charities Acts or other relevant legislation.*

## **Indemnity**

- 66 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other officer or auditor of the Organisation shall be indemnified out of the assets of the Organisation against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Organisation.