

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF ENGLISH UK LIMITED

INTERPRETATION

1. In these articles:

“the Act”	means the Companies Act 2006;
“address”	means a postal address or, for the purposes of electronic communication, an e-mail address or a text message number in each case registered with the Charity;
‘the ‘Board’	means the Board of Directors elected to manage the Company/ Charity
“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 Commissioners for England and Wales;
‘the Company Rulebook’	means the Rulebook referred to in Article 47.
“the memorandum”	means the memorandum of association of the Charity;
“officers”	includes the Directors and the secretary;
‘primary contact’	means the person notified to the Charity as a member’s representative at meetings of the Charity
“the seal”	means the common seal of the Charity if it has one;
“secretary”	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
“the Directors”	means the directors of the Charity. The directors are charity trustees as defined by Section 177 of the Charities Act 2011;
“the United Kingdom”	means Great Britain and Northern Ireland.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act 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.

MEMBERS

2.

- (1) Membership of the Charity is unlimited.
- (2) Membership is open to organisations who:
 - (a) apply to the Charity in the form required by the Directors; and
 - (b) are approved by the Directors and
 - (c) pay the appropriate annual subscription
- (3) The process for admission to Membership is laid out in the Company Rulebook.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

TERMINATION OF MEMBERSHIP

3. Membership may be terminated following the procedure laid out in the Company Rulebook

DIRECTORS

4. The number of Directors must be not less than eight but (unless otherwise determined by ordinary resolution) is not subject to any maximum.
5. Directors serve a three-year term, taking office at the AGM immediately following their election and vacating office at the AGM three years later. They may serve more than one term, but after a Director has served six years – either continuously, or cumulatively within a nine-year period – they must retire for at least two years before they are eligible for re-election. The time someone serves as Chair and vice-Chair is not included in calculating the time they may serve as a Director, nor is any time that they may have served as a co-opted Director if that time is less than a full three-year term.
6. If a Director is required to retire at an annual general meeting the retirement shall take effect upon the conclusion of the meeting.

7. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.
8.
 - (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 Act, the memorandum, these articles or any special resolution.
 - (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
 - (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.
9. The Directors may from time to time appoint the Secretary, the Chief Executive and other staff for such term and at such remuneration as they think fit, and (subject to the terms of any contract between the Charity and any such person) may remove such person.

THE APPOINTMENT OF DIRECTORS

10.
 - (1) A Director must be a natural person aged 18 years or older.
 - (2) A Director must meet the criteria for office laid down in the Company Rulebook.
 - (3) No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 15
11. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
12. When there are vacancies on the Board, the Charity will conduct elections for Directors in the manner laid down in the Company Rulebook.
13.
 - (1) If there is a casual vacancy on the Board the Directors may appoint a person who is willing to act to be a Director, provided that that person would be eligible to stand for election.
 - (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting but is eligible to stand for re-election unless disqualified by a provision of these Articles or the Rulebook.
14. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. A Director, or a Chair/ vice-Chair, shall cease to hold office if they:
- (1) cease to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (2) are disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (3) cease to meet the qualification criteria for a Director laid down in the Company Rulebook;
 - (4) resign as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - (5) are 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.
 - (6) become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs or acts in a way which brings the Charity into disrepute or acts in some other way significantly in conflict with his or her duties and responsibilities, and a resolution to remove them from office is carried by the Directors by a two-thirds majority at a meeting where at least two-thirds of the Directors are present;

GENERAL MEETINGS

- 16.
- (1) An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.
 - (2) All general meetings other than annual general meetings are extraordinary general meetings.
17. The Directors may call an extraordinary general meeting at any time.
18. An extraordinary general meeting must also be called by the Secretary of the Charity within 90 days of the receipt at the Charity's registered office by a written requisition signed by 20 members or by 10% of the members of the Charity (whichever is the lesser number).

NOTICE OF GENERAL MEETINGS

19.

- (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by 75% of the members having a right to attend and vote at the meeting.
- (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.
- (4) The notice must be given to all the members and to the Directors and auditors.

20. The proceedings at a meeting will not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

21.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is: 20% of the members entitled to vote upon the business to be conducted at the meeting
- (3) Proxy votes held by Members present at the meeting are counted in calculating the number of Members present.

22.

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting, a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) 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.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

23.

- (1) General meetings are chaired by the person who has been appointed as Chair of the Charity. If the person appointed as Chair is not present the meeting will be chaired by the person appointed as vice-Chair.
- (2) If neither of the persons appointed as Chair or vice-Chair is present the members present and entitled to vote will choose one of their number to chair the meeting.
- (3) If there is no member willing to chair the meeting it will be chaired by the Chief Executive.

24. The meeting must be conducted in accordance with the Standing Orders, which may be amended in accordance with the rules laid down in the Company Rulebook

25.

- (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) 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.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than thirty days, notice of the reconvened meeting shall be given as in the case of the original meeting stating the date time and place of the meeting.

26.

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least five members having the right to vote at the meeting;

- (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.
 - (3) The result of the vote must be declared at the time and recorded in the minutes of the Charity
27. If there is an equality of votes on a show of hands a poll may be taken. If there is an equality of votes on a poll, the person who is chairing the meeting will have a casting vote in addition to any other vote they may have.

VOTES OF MEMBERS

- 28.
- (1) Subject to the next paragraph (3), every member, whether an individual or an organisation shall have one vote.
 - (2) Any organisation that is a member of the Charity will be represented by its Primary Contact, appointed in line with the procedure laid down in the Company Rulebook.
 - (3) No member may vote at any general meeting or at any adjourned meeting if the organisation they represent owes any money to the Charity.
 - (4) Votes may be given either personally or by proxy.
 - (5) A ballot of all members may be carried out by postal or electronic means, instigated by the Board, or by requisition of 20 members or one-tenth of the membership at the time, whichever is the lesser. Provided that participation in the ballot would meet the quorum for an ordinary meeting, the result of such a ballot shall constitute a decision by the membership on an ordinary resolution or a special resolution, and shall be recorded as being the equivalent of a decision by the members in general meeting.
29. 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.

PROCEEDINGS OF DIRECTORS

- 30.
- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) A meeting of the Directors may be called by:

- a) The Chair
 - b) Any two directors
 - c) The secretary, on the orders of a) or b) above.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting are decided by a majority of votes.
- (5) In the case of an equality of votes the person who chairs the meeting has a second or casting vote.
- 31.
- (1) 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.
- (2) The quorum shall be five or such number as may be decided from time to time by the Directors.
- (3) 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.
32. 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 or of calling a general meeting.
- 33.
- (1) Meetings of the Board of the Charity are chaired by the person appointed as Chair in the manner laid down in the Company Rulebook.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 34.
- (1) A resolution in writing signed by 75% of the Directors entitled to receive notice of a meeting of Directors is as valid and effectual as if it had been passed at a meeting of the Directors.
- (2) A similar process is valid for Board sub-committees.
- (3) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

DELEGATION

35.

- (1) The Directors may delegate any of their powers or functions to a committee as long as at least one Director is a member of that committee but the terms of any delegation, including any conditions imposed, must be recorded in the minute book.
- (2) The Directors may revoke or alter a delegation.
- (3) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

36. A Director must absent himself or herself from any discussions of the Directors in which 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).

37.

- (1) Subject to paragraph 37(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:-
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

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

- (2) Paragraph 37(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 paragraph 37(1), the resolution would have been void, or if the Director has not complied with article 36.

MINUTES

38. The Secretary must keep minutes of all:-

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;

- (3) meetings of the Directors and committees of Directors including:-
- the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

SEAL

39. If the Charity has a seal, it must only be used by the authority of the Directors. The Directors may determine who may sign any instrument to which the seal is affixed and unless otherwise so determined it must be signed by a Director and by the secretary or by a second Director.

ACCOUNTS

40. As required by Part 15 of the Act, the Directors must keep accounting records and prepare accounts for each financial year. The accounts must 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.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 41.
- (1) The Directors must comply with the requirements of the Charities Act 2011 with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

NOTICE

42. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.

43.

- (1) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom is not entitled to receive any notice from the Charity.

44. A member present in person at any meeting of the Charity will be deemed to have received notice of the meeting and of the purposes for which it was called.

45.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted will be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators will be conclusive evidence that the notice was given.
- (3) A notice will be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

INDEMNITY

46. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

RULEBOOK

47.

- (1) The Directors may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Charity and which will be contained in the Company Rulebook.
- (2) The Charity in general meeting has the power to alter, add or repeal the rules.
- (3) The Directors must take all reasonable steps to bring the rules to the notice of members of the Charity.
- (4) The rules are binding on all members of the Charity.
- (5) No rule can be inconsistent with, or affect or repeal anything contained in, the memorandum or the articles.