

THE COMPANIES ACT 2006

**Articles of Association of
Oakfield (Easton Maudit) Limited**

Company Registration No. 01576142

Charity Registration No. 283162

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

(adopted pursuant to a Special Resolution passed on 23rd January 2026)

1. Interpretation

In these Articles:

“Articles” means these articles of association of the Charity for the time being in force;

“Board” means the board of directors of the Charity;

“Chair” means the chair of the Charity elected under these Articles;

“Charities Act” means the Charities Act 2011;

“Charity” means Oakfield (Easton Maudit) Limited, which is a charitable company regulated by the Articles;

“Clear Days” in relation to the period of notice means the 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;

“Companies Acts” has the meaning given in Section 2 of the Companies Act 2006;

“Conflict of Interest” means any direct or indirect interest of a trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity;

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

- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or
- b) the spouse or civil partner of any person in (a); or
- c) any person who carries on business in partnership with a Director or with any person in (a) or (b); or
- d) an institution which is controlled by either a Director, any person in (a), (b) or (c), or a Director and any person in (a), (b) or (c), taken together;

- e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest. Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Article;

“Director(s)” means a director of the Charity. The Directors are charity trustees as defined in the Charities Act;

“Honorary Officers” means the Chair, The Treasurer, The Vice Chair and the Secretary;

“Member(s)” means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;

“Memorandum” means the Memorandum of Association of the Charity;

“Objects” means the objects of the Charity as stated Article 4;

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

“The Commission” means the Charity Commission for England and Wales;

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

“Treasurer” means the Treasurer of the Charity appointed from among the trustees by the Board;

“Vice Chair” means the Vice Chair of the Charity appointed from among the trustees by the Board.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Acts.

2. Liability of Members

2.1 The liability of Members is limited to a sum not exceeding £5.00 being the amount that each member undertakes to contribute to the assets of the Charity in the event of it being wound up while they are Members or within one year after they cease to be a member, for:

2.1.1 Payment to the Charity debts and liabilities incurred before they cease to be a Member;

2.1.2 Payment of the costs, charges, and expenses of winding up; and

2.1.3 Adjustment of the rights of the contributories among themselves.

3. Directors Skills

3.1 All Directors must be committed to the Charity’s aims and values.

- 3.2 The Charity seeks to have a broad range of skills and experiences in its membership including but not solely:
 - 3.2.1 The 'hard' skills - legal, financial, business management etc.- to understand the complex decisions to be taken.
 - 3.2.2 The 'soft' skills – to encourage team working, problem solving, asking difficult questions and decision making.
 - 3.2.3 Knowledge of the community – for example, as users of services or local residents.
- 3.3 Directors are encouraged to supplement their own skills with professional advice where required.
- 3.4 The Charity should strive to have at least 25% of its Members who are family of a person requiring support or professionals from a social care for disabled working background.

4. Objects

- 4.1 The Charity is established for charitable objects and purposes only.
- 4.2 In particular the Charity is established for the provision of social housing for the relief of those in need, by the reason of youth, age, ill-health, disability, financial hardship or other disadvantage.
- 4.3 In particular to provide accommodation, care, and support to adults with learning and physical disabilities within Northamptonshire. Provide day services to advance education, vocational skills, employment, and volunteering opportunities. To give those in need the support and care needed to live meaningful and active lives within the community.
- 4.4 To promote and organise co-operation in the achievement of the above purposes and to that end to bring together nationally and locally, representatives of voluntary agencies and statutory authorities engaged in the furtherance of the above purposes or any of them to develop best practice for those with disabilities, financial hardship, health and any other disadvantage.
- 4.5 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

5. Powers

- 5.1 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 the power:
 - 5.1.1 To engage train and employ persons with a view to carrying out the above-mentioned purposes.
 - 5.1.2 To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary for any of the purposes of the

Charity PROVIDED that in case the Charity shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Department of Trade, such licence shall be obtained.

- 5.1.3 To construct, maintain and alter any houses, buildings or works necessary for the purposes of the Charity.
- 5.1.4 To take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Charity.
- 5.1.5 To take such steps by personal or written or broadcast appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Charity, in the shape of donations, annual subscriptions, or otherwise.
- 5.1.6 To print and publish any newspapers, periodicals, books, or leaflets that are necessary for the promotion of its purposes.
- 5.1.7 To sell manage, lease, mortgage dispose of or otherwise deal with all or part of the property of the Charity.
- 5.1.8 To borrow and raise money in such a manner as the Charity may think fit provided that the Charity shall not engage in any trading. To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-125 of the Charities Act 2011 if it wishes to mortgage land.
- 5.1.9 To invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or be required by law and subject also as hereinafter provided.
- 5.1.10 To undertake and execute any charitable trusts which shall further any of the purposes of the Charity.
- 5.1.11 To subscribe to any local or other charities established for purposes similar to those of the Charity.
- 5.1.12 To provide or participate in a pension fund or scheme for the employees of the Charity or otherwise to assist any such employees, their widows, widowers, and children being in need.
- 5.1.13 To establish and support and to aid in the establishment and support of any other charitable companies formed for all or any of the purposes of this Charity.
- 5.1.14 To amalgamate with any charitable companies, institutions, societies, or associations having objects altogether or in part similar to those of this Charity.

- 5.1.15 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the charitable companies, institutions, societies, or associations with which this Charity is authorised to amalgamate.
- 5.1.16 To transfer all or any part of the property, assets, liabilities, and engagements of this Charity to any one or more of the charitable companies, institutions, societies, or associations with which this Charity is authorised to amalgamate.
- 5.1.17 To pay out of the funds of the Charity the cost of any premium in respect of any insurance or indemnity to cover the liability of the Directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Charity; provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the Directors (or any one of them).
- 5.1.18 To do all such other lawful things as are necessary for the achievement of the Objects.
- 5.1.19 To promote and support such legislative social and administrative reforms as may assist the Objects of the Charity or any of them.
- 5.2 The income and property of the Charity, whensoever derived, shall be applied solely towards the promotion of the Objects of the Charity as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Charity.
- 5.3 In furtherance of the Objects but not otherwise, the Charity may also exercise the following powers:
 - 5.3.1 To establish or support any person who has learning disabilities and/or autism that has an existing association with the Charity.
 - 5.3.2 To raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
 - 5.3.3 To act as trustee and to undertake or accept any trusts or obligations which are charitable in accordance with purpose of the Charity.
 - 5.3.4 To invest and deal with the moneys of the Charity not immediately required for the Objects and purposes in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments of whatsoever nature as the Charity shall in its absolute discretion think fit to the intent that the Charity shall have the same full and unrestricted powers of investing and transposing investments in all respects as if the Charity were absolutely entitled to such moneys beneficially.
 - 5.3.5 To acquire, alter, improve, and subject to such consents as may be required by law to charge or otherwise dispose of property.

- 5.3.6 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.
- 5.3.7 To procure to be written and print, publish, issue, and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents or films, videos or recorded tapes.
- 5.3.8 To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- 5.3.9 To federate or amalgamate with, affiliate or become affiliated to anybody having charitable purposes or a charitable purpose as its objects or object and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Charity may lawfully acquire.
- 5.3.10 To promote and support such legislative social and administrative reforms as may assist the Objects of the Charity or any of them.

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 may not receive any other benefit or payment unless it is authorised by Article 7.
- 6.3 Subject to Article 7, 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:
 - 6.3.1 A benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 6.3.2 Reasonable and proper remuneration for any goods or services supplied to the Charity.

7. Benefits and Payments to Directors and Connected Persons

General Provisions

- 7.1 No Director or Connected Person may:
 - 7.1.1 Buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - 7.1.2 Sell goods, services, or any interest in land to the Charity;
 - 7.1.3 Be employed by, or receive any remuneration from the Charity;

7.1.4 Receive any other financial benefit from the Charity unless the payment is permitted by this Article or authorised by the court of the Commission. In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and Powers Permitting Directors' or Connected Persons' benefits

7.2 A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.

7.3 A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to the Charity where that is permitted in accordance with, and subject to, the conditions in Sections 185 and 186 of the Charities Act 2011.

7.4 Subject to sub-clause 7.8 of this article a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.

7.5 A Director or Connected Person may receive interest on money loaned to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.6 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity. The amount of rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.7 A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for Supply of Goods Only – Controls

7.8 The Charity and its Directors may only rely upon the authority provided by sub-clause 7.4 of this article if each of the following conditions is satisfied:

7.8.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or Connected Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.

7.8.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

7.8.3 The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or

Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so.

7.8.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

7.8.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

7.8.6 The reason for their decision is recorded by the Directors in the Minute Book.

7.8.7 A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 7.

8. Declaration of Director's Interests

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

9. Register of Directors' Interests

The Directors must cause a register of Directors' Interests to be kept. A Directors must declare the nature 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 by the Charity which has not previously been declared.

10. Conflict of Interest

10.1 If any question arises as to whether a Director has a conflict of interest, the question shall be decided by a majority of the other Directors.

10.2 Whenever a Director has a conflict of interest relates to a benefit permitted under Article 7, then the Director must comply with the following:

10.2.1 Remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

10.2.2 Not be counted in the quorum for that part of the meeting; and

10.2.3 Withdraw during the vote and have no vote on the matter.

10.3 When a Director has a conflict of interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Charity by withholding

12.1.2 The Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

12.1.3 Any sum due from the Member to the Charity is not paid in full within six months of it falling due;

12.1.4 The Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if:

12.1.4.1 The Member has been given at least twenty-one Clear Days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; or

12.1.4.2 The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

13. Annual general meetings

13.1 The Charity shall hold an annual general meeting each year, with not more than 15 months elapsing between successive annual general meetings.

13.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.

13.3 The business at an annual general meeting shall include:

13.3.1 The consideration of the accounts, balance sheets, reports of the Directors and auditors;

13.3.2 The retirement, appointment or re-appointment of Directors in accordance with the Articles; and

13.3.3 The appointment of the auditors.

14. Notice of general meetings

14.1 General meetings, including the annual general meeting, are called on a minimum of 7 Clear Days' notice.

14.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

14.3 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. It shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.

14.4 The notice shall be given to:

14.4.1 Each Member;

14.4.2 Each Director; and

14.4.3 The auditor for the time being of the Charity.

14.5 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

15. Proceedings at general meetings

15.1 Every general meeting of the Charity shall have a chair:

15.1.1 The chair of Directors shall chair general meetings of the Charity or, if the chair of Directors is absent, the vice-chair of Directors shall act as chair.

15.1.2 If neither the chair nor the vice-chair of Directors is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.

15.1.3 If there is only one Director present and willing to act, that Director shall chair the meeting.

15.1.4 If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.

15.2 No business shall be transacted at any general meeting unless a quorum is present.

15.3 A quorum is:

15.3.1 Three Members who are present in person or by proxy or through their duly authorised representatives and who are entitled to vote on the business to be conducted at the meeting; or

15.3.2 One-third of the total membership at the time,

whichever is the greater.

15.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned

until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy and entitled to vote shall be a quorum.

- 15.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:

15.5.1 Is to be adjourned to a particular date, time and place; or

15.5.2 Shall be adjourned to a date, time and place to be appointed by the Directors; and shall have regard to any directions as to date, time and place which have been given by the meeting.

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

- 15.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

16. Voting at general meetings

- 16.1 A vote on a resolution proposed 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.

- 16.2 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.

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

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

- 16.5 A poll may be demanded by:

16.5.1 The chair of the meeting;

16.5.2 The Directors;

16.5.3 Two or more persons having the right to vote on the resolution; or

- 16.5.4 A person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 16.6 A demand for a poll may be withdrawn if:
- 16.6.1 The poll has not yet been taken, and
- 16.6.2 The chair of the meeting consents to the withdrawal.
- 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 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 28 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.9 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 16.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

17. Proxies

- 17.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.
- 17.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice(s)**) which:
- 17.2.1 States the name and address of the Member appointing the proxy;
- 17.2.2 Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- 17.2.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- 17.2.4 Is delivered to the Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

- 17.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 17.5.1 Allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 17.5.2 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.
- 17.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 17.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 17.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. Written resolutions

- 18.1 Subject to Article 18.4, a written resolution of the Members passed in accordance with this Article 18 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- 18.1.1 As an ordinary resolution if it is passed by a simple majority of the eligible Members; or
- 18.1.2 As a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 18.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

- 18.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 18.4 A Members' resolution under the Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 18.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 18.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- 18.6.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
- 18.6.2 If the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 18.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 18.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 18.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Act.
- 18.10 The Members may require the Charity to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

19. Powers and Duties of the Board

- 19.1 Subject to the provisions of the Companies Act the business of the Charity shall be managed by the Board who may exercise all such powers of the Charity for that purpose. Any such requirement may be imposed either by the Companies Acts or by these Articles; but no such regulation and no alteration of the Memorandum or these Articles shall invalidate any prior act of the Board or any Director which would have been valid if that regulation had not been made.

19.2 The Board shall power to employ as a private investment manager any person who is entitled to carry on investment business under the provisions of the Financial Service and Markets act 2000 or any amending legislation and to delegate to any such manager (“the Manager”) the exercise of all or any of the Charity’s powers of investment on such terms and at such reasonable remuneration as the Board may think fit but subject always to the following conditions:

19.2.1 The delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Board and within the powers of investment conferred by the Memorandum.

19.2.2 Every transaction carried out by the Manager under delegated powers shall be reported to the Board or a body constituted by it, within reporting deadlines set out in the policy guidelines.

19.2.3 The Board shall be entitled at any time and without notice to review, revoke, or alter the delegation or the terms thereof; and

19.2.4 The Board, or a body constituted by it, shall be bound to review the arrangements for delegation at least once every twelve months.

19.3 All cheques and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

19.4 The Board shall cause minutes to be made of:

19.4.1 All appointments of officers made by the Board;

19.4.2 Of the names of the Directors present at each Board Meeting; and

19.4.3 Of all resolutions and proceedings of the Charity and of the Board.

20. Proceedings of the Board

20.1 The Board may meet for the despatch of business, adjourn, and otherwise regulate its meetings and proceedings, as it thinks fit provided that it shall meet not fewer than four times per year. Questions arising at any meeting shall be decided by a majority vote. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote. A Director may, and the Secretary on the request of a Director shall, at any time summon a Board Meeting.

20.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one-third of the membership of the Board, subject to a minimum of three.

- 20.3 The Board may act notwithstanding any vacancy in its body, but, if there are not enough Directors to form a quorum the Board may act for the purpose of increasing the number of Directors to the required number, or of summoning a general meeting of the Charity, but for no other purpose.
- 20.4 The Chair shall preside at every Board Meeting at which he or she is present but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting, then the Vice Chair shall preside. In the absence of the Chair and Vice Chair the Treasurer shall preside and in the absence of all the Honorary Officers the Directors present may choose one of their number to chair the meeting.

21. Virtual Meetings

Directors' Meetings may be held by telephone or by televisual or other electronic or virtual means agreed by the Directors in which all participants may communicate simultaneously with all other participants.

22. Appointment of Directors

- 22.1 The Charity may by ordinary resolution:
- 22.1.1 Appoint a person who is willing to act to be a director; and
 - 22.1.2 Determine the rotation in which any additional Directors are to retire.
- 22.2 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- 22.2.1 He or she is recommended for re-election by the Directors; or
 - 22.2.2 Not less than fourteen nor more than thirty-five Clear Days before the date of the meeting, the Charity is given a notice that:
 - 22.2.3 Is signed by a member entitled to vote at the meeting;
 - 22.2.4 States the member's intention to propose the appointment of a person as a director;
 - 22.2.5 Contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - 22.2.6 Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 22.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight Clear Days' notice of any resolution to be put to the Meeting to appoint a director other than a director who is to retire by rotation.

- 22.4 The Directors may appoint a person who is willing to act to be a director.
- 22.5 A director appointed by a resolution of the other Directors must retire at the next Annual General Meeting and must not be considered in determining the Directors who are to retire by rotation.
- 22.6 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.

23. Retirement of Directors

- 23.1 The Directors shall retire from office at the end of the third annual meeting following his or her election but in the event that no suitable replacement is found the director can remain as director further a further three years.
- 23.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 23.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 23.4 A retiring Director (other than a co-opted trustee) shall be eligible for re-election or re-appointment for a further term of three years only and then may not stand again for election or to be re-appointed until having spent at least one year out of office.

24. Disqualification and removal of Directors

- 24.1 A Director shall cease to hold office if he or she:
- 24.1.1 Ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - 24.1.2 Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - 24.1.3 Ceases to be a Member of the Charity;
 - 24.1.4 In the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable for more than three months;
 - 24.1.5 Resigns 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

24.1.6 Is absent without the permission of the Directors from all their meetings held with a period of three consecutive months and the Directors resolve that his or her office be vacated.

25. Delegation

25.1 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 minutes of the Board.

25.2 The Directors may impose conditions when delegating, including the conditions that:

25.2.1 The relevant powers are to be exercised exclusively by the committee to whom they delegate; and

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

25.3 The Directors may revoke or alter a delegation.

25.4 All acts and proceedings of any committee must be fully and promptly reported to the Directors.

26. Validity of Directors' Decisions

26.1 Subject to article 18.1, 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:

26.1.1 Who was disqualified from holding office;

26.1.2 Who had previously retired or who had been obliged by the constitution to vacate office;

26.1.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

26.1.4 If without:

26.1.4.1 The vote of that director, and

26.1.4.2 That director being counted in the quorum;

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

26.2 Article 22.1 does not permit a Director or a Connected Person 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 22.1, the resolution would have been void, or if the director has not complied with Article 9.

27. Seal

If the Charity has a seal it must only be used by the authority of 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 by a Director and by the Secretary (if any) or by a second Director.

28. Accounts

28.1 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.

28.2 The Directors must keep accounting records as required by the Companies Act.

29. Annual Report and Return and Register of Charities

29.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to the:

29.1.1 Transmission of a copy of the statements of accounts to the Commission;

29.1.2 Preparation of an Annual Report and the transmission of a copy of it to the Commission;

29.1.3 Preparation of an Annual Return and its transmission to the Commission.

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

30. Means of Communication to be Used

30.1 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 and provision of that Act to be sent or supplied by or to the Charity.

30.2 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 how the director has asked to be sent or supplied with such notices or documents for the time being.

30.3 Any notice to be given to or by any person pursuant to the articles:

30.3.1 Must be in writing; or

- 30.3.2 Must be given in electronic form.
- 30.4 The Charity may give any notice to a member either:
- 30.4.1 Personally; or
 - 30.4.2 By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 30.4.3 By leaving at the address of the member;
 - 30.4.4 By giving it in electronic form to the member's address; or
 - 30.4.5 By placing the notice on a website and providing the person 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 Charity meeting and must specify the place, date, and time of the meeting.
- 30.5 A member who does not register an address with Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any such notice from the Charity.
- 30.6 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.
- 30.7 Proof that an envelope containing a notice was properly addressed, prepaid, and posted shall be conclusive evidence that the notice was given.
- 30.8 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- 30.9 In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 30.9.1 48 hours after the envelope containing it was posted; or
 - 30.9.2 In the case of an electronic form of communication, 48 hours after it was sent.

31. Indemnity

- 31.1 The Charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by Sections 232 to 234 of the Companies Act 2006.
- 31.2 In this article a 'relevant director' means any director or former director of the Charity.

32. Rules

- 32.1 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.
- 32.2 The bye laws may regulate the following matters but are not restricted to them:
- 32.2.1 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;
 - 32.2.2 The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 32.2.3 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;
 - 32.2.4 Generally, all such matters as are commonly the subject matter of Charity rules.
- 32.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws. 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.
- 32.4 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.

33. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Dissolution

- 34.1 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:
- 34.1.1 Directly for the Objects; or
 - 34.1.2 By transfer to any Charity or charities for purposes similar to the Objects or
 - 34.1.3 To any Charity or charities for use for particular purposes that fall within the Objects.

34.2 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 made for them, shall on or before dissolution of the Charity be applied or transferred:

34.2.1 directly for the Objects; or

34.2.2 By transfer to any Charity or charities for purposes similar to the Objects; or

34.2.3 To any Charity or charities for use for particular purposes that fall with the Objects.

34.3 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 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.

35. Regulatory Notices

35.1 If the Charity is or becomes a registered provider of social housing, in addition to its general statutory obligations, it shall notify the Regulator of Social Housing in England (or such other equivalent body appointed to carry out such similar functions) in writing promptly after the occurrence of the following events: -

35.1.1 The Charity passes a special resolution to change the Charity's Articles of Association; or

35.1.2 The Charity takes any steps in connection with it entering into a voluntary arrangement for the benefit of any of its creditors, or it takes any preliminary steps to wind up the Charity.