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DocuSigned by:
Norma Hart
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cles of Association referred to in the foregoing Special Resolution

Signature
NORMA HART (Director)

The Companies Act 2006

Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION

of

CAMPHILL SOCIAL FUND LIMITED

As adopted by special resolution on 2 February 2024

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

CAMPHILL SOCIAL FUND LIMITED

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GENERAL

Interpretation

1 In these articles, unless the context requires otherwise:

"**Act**"	means the Companies Act 2006;
"**charitable body**" or "**charity**"	means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;
"**charitable object**"	means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
"**Charity**"	means Camphill Social Fund Limited, the company limited by guarantee operating under these articles;
"**document**"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"**electronic form**"	has the meaning given in section 1168 of the Act;
"**eligible Trustee**"	means a Trustee who would be entitled to vote on the matter at a meeting of Trustees (but excluding any Trustee whose vote is not to be counted in respect of the particular matter);
"**Model Articles**"	means the model articles contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the date of adoption of these articles;
"**OSCR**"	means the Office of the Scottish Charity Regulator, being the body set up under the Charities and Trustee Investment (Scotland) Act 2005 to regulate charities in Scotland;
"**property**"	means any property, heritable or moveable, wherever situated
"**subsidiary**"	has the meaning given in section 1159 of the Act;
"**Trustees**"	means the directors for the time being of the Charity;

1.1 Save as otherwise specifically provided in these articles, words and expressions which have particular meanings in the Act shall have the same meanings in these articles.

1.2 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

(a) any subordinate legislation from time to time made under it, and

(b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.4 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms. Reference in these articles to the singular shall be deemed to include the plural.

1.5 These articles shall apply to the Charity to the total exclusion of the Model Articles.

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Objects

2 The Charity's objects are the prevention or relief of poverty, the advancement of health, the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage, and the advancement of citizenship and community development. The Charity will achieve its objects through a contemporary application of the Camphill Movement's founding principles and values, promoting and advancing its charitable objects by making provision for the support of persons who have been members of, or substantially associated with the Camphill Movement or other charities and organisations with similar aims and objects. The Charity will also further its charitable objects through support of, and collaboration with, other such charities and organisations. In particular, but without prejudice to the generality of the foregoing, in furtherance of these objects the Charity will, at the Trustees discretion:

2.1 support and care for individuals who have been co-workers engaged in any of the communities who have contributed to the Charity ("**the contributing communities**"); and make provision for the next of kin of any such persons;

2.2 make provision for the immediate needs of individuals who have been co-workers who leave, or are required to leave, any of the contributing communities or have come into hardship; and

2.3 support, and collaborate with, organisations associated with the Camphill Movement or other charities and organisations with similar aims and objectives.

Powers

3 In pursuance of the objects in article 2 (but not otherwise), the Charity shall have the following powers:

3.1 To carry on any other activities which further any of the above objects.

3.2 To support and encourage companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Charity, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Charity, all such functions as may be associated with a holding company.

3.3 To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Charity's activities.

3.4 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Charity's activities.

3.5 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Charity.

3.6 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Charity.

3.7 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

3.8 To borrow money, and to give security in support of any such borrowings by the Charity, in support of any obligations undertaken by the Charity or in support of any guarantee issued by the Charity.

3.9 To employ such staff as are considered appropriate for the proper conduct of the Charity's activities; agree the terms of engagement and remuneration of anyone so employed; to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants; and, where it is in the best interests of the Charity, agree the terms of any ex-gratia payment to any employee or former employee outwith that person's terms and conditions of employment.

3.10 To engage such consultants and advisers as are considered appropriate from time to time.

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3.11 To effect insurance of all kinds (which may include officers' liability insurance).

3.12 To invest any funds which are not immediately required for the Charity's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

3.13 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Charity's objects.

3.14 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Charity's objects.

3.15 To take such steps as may be deemed appropriate for the purpose of raising funds for the Charity's activities.

3.16 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

3.17 To oppose, or object to, any application or proceedings which may prejudice the Charity's interests.

3.18 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Charity, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.

3.19 To do anything which may be incidental or conducive to the furtherance of any of the Charity's objects.

Use of Charity assets

4 Subject to article 5:

4.1 The income and property of the Charity shall be applied solely towards promoting the Charity's objects (as set out in article 2).

4.2 No part of the income or property of the Charity shall be paid or transferred (directly or indirectly) to the members of the Charity, whether by way of dividend, bonus or otherwise.

4.3 No Trustee of the Charity shall be appointed as a paid employee of the Charity; no Trustee shall hold any office under the Charity for which a salary or fee is payable.

4.4 No benefit (whether in money or in kind) shall be given by the Charity to any Trustee except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Charity.

5 The Charity shall, notwithstanding the provisions of article 4, be entitled:

5.1 to pay interest at a rate not exceeding the commercial rate on money lent to the Charity by any Trustee or member of the Charity;

5.2 to pay rent at a rate not exceeding the open market rent for premises let to the Charity by any Trustee or member or purchase assets from, or sell assets to, any Trustee or member of the Charity providing such purchase or sale is at market value.

Liability of members

6 The liability of the members is limited. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the Charity's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

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General structure

7 The structure of the Charity consists of:

7.1 The **members** – who have the right to attend any general meeting and have important powers under the articles of association and the Act; in particular, the members may appoint people to serve as Trustees and take decisions in relation to changes to the articles themselves. The only members of the Charity are the Trustees.

7.2 The **Trustees** – who are company directors and hold regular meetings, and generally control and supervise the activities of the Charity; in particular, the Trustees are responsible for monitoring the financial position of the Charity.

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MEMBERS

Qualifications for membership / Trustee appointment

8 The members of the Charity shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 9 to 13.

9 Membership shall be open only to the Trustees.

10 Each member / Trustee must support the objects of the Charity (as set out at article 2).

11 If a Trustee resigns or vacates office as Trustee for any reason, they will also withdraw as a member of the Charity.

12 Employees of the Charity shall not be eligible for membership and appointment as a Trustee; a person who becomes an employee of the Charity after admission to membership and appointment as Trustee shall automatically cease to be a member and Trustee.

13 Any person who is appointed as a Trustee under article 46 becomes a member.

Membership subscription

14 No membership subscription shall be payable.

Register of members

15 The Trustees shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

16 Any person who wishes to withdraw from membership of the Charity shall sign, and lodge with the Charity, a written notice to that effect; on receipt of the notice by the Charity, they shall cease to be a member. If a Trustee withdraws from membership, article 47.9 will apply and the Trustee will vacate office.

Expulsion from membership

17 Any person may be expelled from membership by special resolution of the members (see article 26), providing the following procedures have been observed:

17.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;

17.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

18 Membership shall cease on death.

19 A member may not transfer their membership to any other person.

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GENERAL MEETINGS (meetings of members)

General meetings (meetings of members)

20 The Trustees may convene a general meeting at any time.

21 The Trustees must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

22 Unless consent to short notice is given by the members in accordance with Section 307 of the Act, at least 14 clear days' notice must be given of any general meeting.

23 The reference to "**clear days**" in article 22 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent in electronic form, the day after it was sent) and also the day of the general meeting, should be excluded.

24 A notice calling a general meeting shall specify the time and place of the general meeting; it shall:

24.1 indicate the general nature of the business to be dealt with at the general meeting; and

24.2 if a special resolution (see article 26) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

25 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Charity of an address to be used for the purpose of electronic communications, in electronic form) to all the members /Trustees, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

26 For the purposes of these articles, a "**special resolution**" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the general meeting and of the intention to propose the resolution has been given in accordance with articles 22 to 25; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the general meeting.

27 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Charity, by special resolution:

27.1 to alter its name (if OSCR has given its prior approval);

27.2 to alter its articles of association with respect to the Charity's objects (if OSCR has given its prior approval);

27.3 to alter any provision of these articles (other than the Charity's objects) or adopt new articles of association.

Any alteration noted in this article must be notified to OSCR within three months of the Charity agreeing the alteration.

28 For the purposes of these articles, an "**ordinary resolution**" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at a general meeting, providing proper notice of the general meeting has been given in accordance with articles 22 to 25.

Procedure at general meetings

29 No business shall be dealt with at any general meeting unless a quorum is present. Persons will be present if they can communicate with others present, and vote on any business of the meeting (for example via telephone or video conferencing). The quorum for a general meeting shall be five (5) persons entitled to vote, each being a member or a proxy for a member.

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30 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence – or if, during a general meeting, a quorum ceases to be present – the general meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the general meeting.

31 The Chair of the Charity shall (if present and willing to act as a chairperson) preside as chairperson of each general meeting; if the Chair is not present and willing to act as chairperson within 15 minutes after the time at which the general meeting was due to commence, the members present at the general meeting shall elect from among themselves the person who will act as chairperson of that general meeting.

32 The chairperson of a general meeting may, with the consent of the general meeting, adjourn the general meeting to such time and place as the chairperson may determine.

33 Every member shall have one vote, which (whether on a show of hands or on a poll) may be given either personally or by proxy.

Proxies

34 A proxy need not be a member of the Charity and a proxy shall hold no more than two proxy votes at any one time.

35 A member shall not be entitled to appoint more than one proxy to attend the same general meeting. A proxy appointed to attend and vote at any general meeting instead of a member shall have the same right as the member who appointed them to speak at the general meeting.

Content of proxy notices

36

36.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

(d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

36.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

36.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

36.4 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting, and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the general meeting itself.

Delivery of proxy notice

37

37.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that general 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.

37.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was

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given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.

37.3 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.

Voting

38 If there is an equal number of votes for and against any resolution, the chairperson of the general meeting shall be entitled to a casting vote.

39 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is demanded by the chairperson (or by at least two persons present in person at the general meeting and entitled to vote, whether members or proxies for members); a poll may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared. A demand for a poll may be withdrawn if: (a) the poll has not yet been taken, and (b) the chairperson consents to the withdrawal.

40 If a poll is demanded, it shall be taken at the general meeting and shall be conducted in such a manner as the chairperson may direct; the result of the poll shall be declared at the general meeting at which the poll was demanded.

Amendments to resolutions

41

41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if notice of the proposed amendment is given to the Charity in writing by a person entitled to vote at the said general meeting not less than 48 hours before the general meeting is to take place (or such later time as the chairperson of the general meeting may determine), and the proposed amendment does not, in the reasonable opinion of the chairperson, materially alter the scope of the resolution.

41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if the chairperson proposes the amendment at the said general meeting and the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

41.3 If the chairperson, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

Written resolutions

42 A resolution in writing signed by members of the Charity who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed, or by their duly appointed attorneys or representatives, shall be as valid and effectual as if it had been passed at a general meeting of the Charity duly convened and held, if the appropriate number of members (per article 26 re special resolutions and article 28 re ordinary resolutions) have signed the said written resolution. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their duly appointed attorneys or representatives.

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TRUSTEES

Number of Trustees

43 The maximum number of Trustees shall be ten (10) and the minimum shall be five (5). If at any time the number of Trustees fall below five (5) the only power which the remaining Trustees may exercise shall be under article 46, the power to fill vacancies to bring the number of Trustees up to at least five (5).

Eligibility

44 Subject to article 43, a person shall be eligible for appointment as a Trustee under article 46 whether or not they are a member of the Charity. Proposed Trustees that are not members of the Charity will become members automatically if they are appointed as Trustees under article 46.

Terms of Service

45 In this article a "year" is any period of 12 calendar months, and in any year where a Trustee or Chair was absent for less than six (6) months that absence is to be disregarding, subject to that:

45.1 A person may serve as a Trustee continuously for at most three (3) years, in which case they must automatically vacate office at the end of that three (3) year period;

45.2 A person who has vacated office under article 45.1 shall be eligible for re-appointment ; any such re-appointment shall be subject to the same term, being at most three (3) years, and again they must automatically vacate office at the end of that three (3) year period;

45.3 There is no limit on the number of terms (consecutive or otherwise) that a person can serve as Trustee, subject to the limitations on any one term set out in articles 45.1 and 45.2;

45.4 Articles 45.1 to 45.3 will no longer apply to the Trustee appointed as Chair, for as long as that person is Chair and, instead, that person may serve as a Trustee and the Chair continuously for at most seven (7) years, in which case they must automatically vacate office (of both Trustee and Chair) at the end of that seven (7) year period; and

45.5 This article 45 shall apply to the Trustees and Chair in office at the date of adoption of these articles as if each of them had been first appointed on the date of adoption of these articles.

Appointment

46 Subject to article 43 (number of Trustees) and article 45 (terms of service), the members / Trustees may at any time appoint any person (providing they are willing to act) to be a Trustee.

Termination of office

47 A Trustee shall automatically vacate office if:

47.1 they cease to be a Trustee through the operation of any provision of the Act or become prohibited by law from being a Trustee;

47.2 they become debarred under any statutory provision from being involved in the management or control of a charity;

47.3 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;

47.4 they become an employee of the Charity;

47.5 they resign office by notice to the Charity;

47.6 they are absent (without permission of the Trustees) from more than three consecutive meetings of the Trustees, and the Trustees resolve to remove them from office;

47.7 they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;

47.8 two thirds of the remaining Trustees vote in favour of this at a special meeting of the Trustees convened for the purpose;

47.9 they withdraw from membership under article 16 or otherwise cease to be a member of the Charity.

Register of Trustees

48 The Trustees shall maintain a register of Trustees, setting out full details of each Trustee, including the date on which they became a Trustee, and also specifying the date on which any person ceased to hold office as a Trustee.

Office Bearers

49 The Trustees shall elect from among themselves a Chair and such other office bearers (if any) as they consider appropriate.

50 A person elected to any office shall cease to hold that office if they cease to be a Trustee, or if they resign from that office by written notice to that effect.

Powers of Trustees

51 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the Charity and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Charity.

52 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

Personal interests

53 A Trustee who has a personal interest in any transaction or other arrangement which the Charity is proposing to enter into, must declare that interest at a meeting of the Trustees; they will be debarred (in terms of article 66) from voting on the question of whether or not the Charity should enter into that arrangement.

54 For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or company director (or any other party that is deemed to be connected with them for the purposes of section 252 of the Act), has a personal interest in that arrangement.

55 Provided (a) they have declared their interest (b) they have not voted on the question of whether or not the Charity should enter into the relevant arrangement and (c) article 57 is complied with - a Trustee will not be debarred from entering into an arrangement with the Charity in which they have a personal interest (or is deemed to have a personal interest under article 54) and may retain any personal benefit which they gain from their participation in that arrangement.

Trustees' remuneration and expenses

56 No Trustee may serve as an employee (full time or part time) of the Charity, and no Trustee may be given any remuneration by the Charity for carrying out their duties as a Trustee.

57 Where a Trustee provides services to the Charity or might benefit from any remuneration paid to a connected party for such services, then:

57.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable; and

57.2 the Trustees must be satisfied that it would be in the interests of the Charity to enter into the arrangement (taking account of that maximum amount); and

57.3 less than half of the Trustees must be receiving remuneration from the Charity (or benefit from remuneration of that nature).

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58 The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Conduct of Trustees

59 Each of the Trustees shall, in exercising their functions as a Trustee of the Charity, act in the interests of the Charity; and, in particular, must:

59.1 seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its objects (as set out in the memorandum of association);

59.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

59.3 in circumstances giving rise to the possibility of a conflict of interest between the Charity and any other party:

(a) put the interests of the Charity before that of the other party, in taking decisions as a Trustee;

(b) where any other duty prevents them from doing so, disclose the conflicting interest to the Charity and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question;

59.4 ensure that the Charity complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

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TRUSTEES' MEETINGS

Procedure at Trustees' meetings

60 Any Trustee may call a meeting of the Trustees or request the secretary to call a meeting of the Trustees.

61 Questions arising at a meeting of the Trustees shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

62 No business shall be dealt with at a meeting of the Trustees unless a quorum is present. Persons will be present if they can communicate with others present, and vote on any business of the meeting (for example via telephone or video conferencing). The quorum for meetings of the Trustees shall be five (5).

63 If at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.

64 Unless they are unwilling to do so, the Chair of the Charity shall preside as chairperson at every Trustees' meeting at which they are present; if the Chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Trustees present shall elect from among themselves the person who will act as chairperson of the meeting.

65 The Trustees may, at their discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Trustees; for the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.

66 A Trustee shall not vote at a Trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Charity; they must withdraw from the meeting while an item of that nature is being dealt with.

67 For the purposes of article 66, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or company director, has a personal interest in that matter.

68 A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

69 Subject always to article 57, the Charity may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 66 to 68, provided that despite any such relaxation a Trustee can only attend and / or vote in relation to a matter in which they have a personal interest if they have declared said interest.

Delegation

70 The Trustees may delegate any of the powers which are conferred on them under the articles:

70.1 to such person or committee;

70.2 by such means (including by power of attorney);

70.3 to such an extent;

70.4 in relation to such matters or territories; and

70.5 on such terms and conditions;

as they think fit. However, no Trustee may appoint an alternate Trustee or anyone to act on their behalf at a meeting of the Trustees.

71 If the Trustees so specify, any delegation of powers under article 70 may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

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72 The Trustees may revoke any delegation in whole or in part, or alter its terms and conditions.

73 The rules of procedure for any sub-committee shall be as prescribed by the Trustees.

ADMINISTRATION

Operation of bank accounts

74 Only those persons authorised by the Trustees shall be permitted to undertake any and all operations (other than lodgement of funds) on the bank and building society accounts held by the Charity.

Secretary

75 Subject to the provisions of the Act, the company secretary may be appointed by the Trustees for such term, at such remuneration (if any and, if the company secretary is a Trustee, subject to article 57), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

Minutes

76 The Trustees shall ensure that minutes are made of all proceedings at general meetings, Trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

77 The Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

78 The Trustees shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

79 No member shall (unless they are a Trustee) have any right of inspecting any accounting or other records, or any document of the Charity, except as conferred by statute or as authorised by the Trustees or as authorised by ordinary resolution of the Charity.

Notices / communications

80 Subject to the articles, any notice or anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Charity (which includes sending the communication in writing or in electronic form).

81 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being. A Trustee may agree with the Charity that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

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MISCELLANEOUS

Provision for employees on cessation of business

82 The Trustees may decide to make provision for the benefit of persons employed or formerly employed by the Charity or any of its subsidiaries (other than a Trustee or former Trustee or shadow Trustee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Charity or that subsidiary.

Winding up

83 If on the winding-up of the Charity any property remains after satisfaction of all of the Charity's debts and liabilities, such property shall not be paid to or distributed among the members of the Charity; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Charity.

84 The body or bodies to which property is transferred under article 83 shall be determined by the members of the Charity at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

85 To the extent that effect cannot be given to the provisions of articles 83 and 84, the relevant property shall be applied to some other charitable object or objects.

Indemnity

86 Every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, 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 any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity.

87 The indemnity contained in article 86 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Trustee may otherwise be entitled.