

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
AND HAVING CHARITABLE STATUS

ARTICLES OF ASSOCIATION
OF

UKCISA¹

Date of Incorporation:	August 8 th 2002
Company Registration Number:	4507287
Articles Adopted by Special Resolution:	8 November 2023

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No. 4507287

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL AND HAVING CHARITABLE STATUS
ARTICLES OF ASSOCIATION
OF
UKCISA

1 Definitions and interpretation

1.1 In these Articles:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
address	in relation to electronic communications, includes any number or address used for the purposes of such communications;
Annual Election	the annual election held by the Charity at which the Constituents elect the Elected Directors;
Articles	means these Articles of Association of the Charity;
Chair of Directors	means the person appointed as Chair of the Directors in accordance with Article 15;
Charities Act	means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;
Charity	means UKCISA;
Charity Commission	means the Charity Commission for England and Wales;
Circulation Date	in relation to a written resolution, has the meaning given to it in the Act;
clear days	in relation to a period of notice means a 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;
Connected	means in respect of a Director: (a) the Director's parent, child, sibling, grandparent or grandchild;

(b) the spouse or civil partner of the Director or another person described in paragraph (a);

(c) a person carrying on business in partnership with the Director, or a person described in paragraph (a) or (b);

(d) an institution controlled by the Director and/or one or more person(s) described in paragraph (a), (b) or (c); or

(e) a body corporate in which the Director and/or one or more person(s) described in paragraph (a), (b) or (c) have a substantial interest.

Sections 350 – 352 of the Charities Act apply for the purposes of interpreting the terms used in this definition.

Constituent means an educational institution, other institution or individual which:

- was a Member of the Charity on 13 July 2010, and
 - has paid all fees due to the Charity on the date of the adoption of these Articles;
 - continues to pay fees set by the Charity in respect of the provision of its services; and
 - complies with any rules established for Constituents from time to time by the Charity in accordance with Article 32 below; or
- applies to the Charity to receive services from the Charity, and
 - pay fees set by the Charity in respect of the provision of its services; and
 - complies with any rules established for Constituents from time to time by the Charity in accordance with Article 32 below;

Director means a director of the Charity and includes any person occupying the position of director, by whatever name called appointed in accordance with Articles 13, 14, 15 and 16. The Directors are charity trustees as defined in the Charities Act;

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

Elected Director means a person elected as a Director in accordance with Article 14;

electronic form has the meaning given in section 1168 of the Act;

Financial Expert	means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of their ability in and practical experience of financial and other matters relating to investments;
Honorary Officers, Honorary Offices	means those Directors who occupy the following positions: the Chair of Directors, the Treasurer and (if elected in accordance with Article 15) the Vice-Chair of Directors;
Member	means a person who is entered onto the register of members maintained by the Charity in accordance with these Articles;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
Objects	the objects of the Charity as set out in Article 4 below;
Ordinary Resolution	has the meaning given in the Act;
Public Holiday	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
Remote Attendance	means remote attendance at a general meeting by such means as are approved by the Directors in accordance with Article 28.3;
Secretary	means any person appointed to perform the duties of the secretary of the Charity;
Special Resolution	has the meaning given in the Act;
Treasurer	means the person appointed as Treasurer of the Charity in accordance with Article 15;
United Kingdom	means Great Britain and Northern Ireland;
Vice-Chair of Directors	means the person (if any) appointed as Vice-Chair of the Directors in accordance with Article 15;
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.

1.4 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.5 The Model Articles shall not apply to the Charity.

CHARITY INFORMATION

2 Name

The name of the Charity is UKCISA.

3 Registered office

The registered office of the Charity will be situated in England.

OBJECTS AND POWERS

4 Objects

The objects of the Charity are to advance education and learning, with particular reference to the education in the United Kingdom of Great Britain and Northern Ireland (with the Isle of Man and the Channel Islands) of students who by nationality or domicile appertain to other countries or are stateless, the education of United Kingdom students in other countries (all such students being hereinafter referred to as 'international students') and the education of persons connected with international education.

5 Powers

In furtherance of the Objects, but not further or otherwise, and in addition to any other powers it may have the Charity shall have power:

5.1 to accept any gift or transfer of money or any other property whether or not subject to any special trust;

5.2 to raise funds, provided that in doing so the Charity shall not undertake any substantial permanent taxable trading and shall comply with any relevant statutory regulations;

5.3 to purchase or form trading companies alone or jointly with others;

5.4 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;

5.5 to maintain, alter or equip for use any real or personal estate;

5.6 to erect, maintain, improve, or alter any buildings for the time being belonging to the Charity;

5.7 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;

- 5.8 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.9 to make grants or loans of money and to give guarantees and become or give security for the performance of contracts;
- 5.10 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.11 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.12 to acquire or merge with any other charity;
- 5.13 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.14 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.15 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.16 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification;
- 5.17 to delegate the management of investments to a Financial Expert on terms agreed by the Directors;
- 5.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.19 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or Members as required;
- 5.20 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.21 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

- 5.22 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there;
- 5.23 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.24 to enter into contracts to provide services to or on behalf of other bodies;
- 5.25 to establish subsidiary companies to assist or act as agents for the Charity;
- 5.26 to publish or distribute information;
- 5.27 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.28 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.29 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.30 to act as trustee of any trust;
- 5.31 to make any charitable donation either in cash or assets;
- 5.32 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.33 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity;
- 5.34 to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE CHARITY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

- 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 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 Members of the Charity.
- 6.3 A Director or Connected person may only receive a benefit, directly or indirectly, in accordance with the following provisions, in that, a Director:

- 6.3.1 and Connected person shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
- 6.3.2 may receive an indemnity from the Charity in accordance with Article 31;
- 6.3.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5.20;

subject thereto, and to Article 8, no Director may receive any payment or other material benefit, directly or indirectly, from the Charity unless:

- 6.3.4 the payment is expressly permitted in Article 6.4 below and the conditions set out in Article 6.5 are followed; or
- 6.3.5 the Directors obtain the prior written approval of the Charity Commission.

6.4 A Director or Connected person may directly or indirectly:

- 6.4.1 receive a benefit in the capacity of a beneficiary of the Charity;
- 6.4.2 enter into a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Director;
- 6.4.3 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater;
- 6.4.4 receive reasonable and proper rent for premises demised or let to the Charity;

6.5 The authority in Article 6.4 and above is subject to the following conditions being satisfied:

- 6.5.1 the remuneration or other sums paid to or for the benefit of the Director or Connected person does not exceed an amount which is reasonable in all the circumstances;
- 6.5.2 prior to any payment being made to the Director, Connected person or for their benefit (other than in their capacity as a beneficiary) an appropriate written contract is concluded between the Director, Connected person (or relevant person) and the Charity containing the full details of their duties and obligations to the Charity the amount of remuneration payable to them and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person;
- 6.5.3 the other Directors are satisfied that it is in the interests of the Charity to contract with that Director, Connected person (or relevant person) rather than with someone who is not a Director, Connected person (or relevant person). In reaching that decision the Directors shall balance the advantage of contracting with the Director, Connected person (or relevant person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests);

- 6.5.4 a majority of the Directors then in office are not in receipt of such payments;
- 6.5.5 the provisions of Article 7 below are observed in relation to any discussions of the Directors concerning that Director's or Connected person's interest, their remuneration or any variation of their remuneration;

and, in this Article, where Article 6.4 applies in respect of a Director indirectly, a relevant person is a person (other than the Director) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6.4.2, 6.4.3 or 6.4.4 as the case may be.

7 Conflicts of interests

7.1 Subject to Article 7.2, whenever a Director or Connected person has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Director concerned shall:

- 7.1.1 declare an interest at or before any discussion on the item;
- 7.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
- 7.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
- 7.1.4 withdraw during the vote and have no vote on the item.

7.2 Unless a Director or Connected Person has a personal interest in the matter to be decided in the matter, the following conflicts are authorised and Articles 7.1.2 to 7.1.4 shall not apply:

- 7.2.1 where the matter to be discussed is in respect of a policy of insurance as authorised in these Articles; or
- 7.2.2 where a Director or Connected Person is an employee, worker, independent contractor, volunteer of or otherwise engaged by a Constituent and any conflict arises from their role within the Constituent.

7.3 If a conflict of interests or conflict of loyalty arises for a Director, or Connected person, and the conflict is not authorised by virtue of Article 7.2 or any other provision in these Articles, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests subject to the conditions in Article 7.4.

7.4 A conflict of interests may only be authorised under Article 7.3 if:

- 7.4.1 the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;
- 7.4.2 the procedures of Article 7 are followed in respect of the authorised conflict; and

7.4.3 the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

7.5 Where a conflict is authorised in accordance with Articles 7.3 and 7.4 above, the unconflicted Directors, as they consider appropriate in the interests of the Charity, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

7.5.1 to disclose information confidential to the Charity to a third party; or

7.5.2 to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

8 Charging article

Notwithstanding any other provision of these Articles, any firm, company or organisation which possesses specialist skills or knowledge required by the Charity for its proper administration may charge and be paid reasonable charges for work of that nature done by it notwithstanding that one or more of the Directors of the Charity, or a person Connected to them is a director, a partner or other senior officer or employee of that firm, company or organisation and such charges may include charges in respect of work carried out by such Director or Connected person.

9 Limited liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for:

9.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a Member,

9.2 payment of the costs, charges and expenses of winding up, and

9.3 adjustment of the rights of the contributories among themselves.

10 Surplus assets

If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Charity, but shall be applied in one or more of the following ways:

10.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects of the Charity;

10.2 directly for charitable purposes within or similar to the Objects of the Charity;

10.3 in such other manner as may be approved by the Charity Commission; and

10.4 a final report and statement of account shall be sent to the Charity Commission.

MEMBERSHIP

11 Members

- 11.1 The number of members of the Charity is limited to the maximum number of Directors permitted by these Articles from time to time.
- 11.2 The Directors from time to time shall be the only Members of the Charity, and shall cease to be members upon the termination of their directorship.
- 11.3 Appointment as a Director shall automatically result in the appointment as a Member.
- 11.4 The Charity shall not have corporate members unless a corporate trustee is appointed to the office of Director.
- 11.5 The Directors may style individuals who have given distinguished service to the Charity as Honorary Life Members of the Charity. Honorary Life Members will not be members of the Charity nor be entitled to attend or, vote at, any meeting of the Charity.
- 11.6 Membership is not transferable and shall cease on death.
- 11.7 The Charity shall maintain a register of Members.

PRESIDENT

12 President

- 12.1 The Directors may appoint a President of the Charity.
- 12.2 The President does not need to be connected to the Charity at the date of their appointment.
- 12.3 Subject to Article 12.7 below, the President shall receive board papers and shall have the right to attend and be heard at meetings of the Directors, but shall not be a Director and shall not have the right to vote at meetings of the Directors.
- 12.4 The President may be paid all reasonable out-of-pocket expenses properly incurred by them in connection with their duties as President.
- 12.5 The President of the Charity shall hold office from the date of their appointment until the date of the board meeting following the third anniversary of their appointment. At that meeting, the President shall be eligible for re-appointment by the Directors for a second consecutive term of office of three years or, if having served such second term, the President shall be eligible for re-appointment at the board meeting following the sixth anniversary of their appointment to serve a third consecutive term of office of three years. The President shall not serve more than three terms in the office of President.
- 12.6 Any person holding the role of President:
 - 12.6.1 may be removed from office by a resolution of the Directors; and

- 12.6.2 shall undertake the role as requested by the Directors from time to time.
- 12.7 If the Chair of Directors believes that it is in the interests of the Charity to do so:
- 12.7.1 any board paper may be withheld from the President; and
- 12.7.2 the President may be excluded from any meeting of the Directors.
- 12.8 The President may resign from their office by submitting their resignation in writing to the Chair of Directors. Such resignation shall take effect immediately it is submitted to the Chair of Directors.

DIRECTORS

13 The Directors

General

- 13.1 The Directors shall be the directors of the Charity for the purpose of the Act.
- 13.2 Directors may (on condition they would not be disqualified under Article 19) be:
- 13.2.1 elected by the Constituents in accordance with Article 14 (“Elected Directors”);
- 13.2.2 appointed, by a decision of the Directors, to be an Honorary Officer in accordance with Article 15;
- 13.2.3 appointed, by a decision of the Directors, in accordance with Article 16 (“Co-Opted Directors”); or
- 13.2.4 appointed, by a decision of the Directors, on the basis that they consider the appointment is necessary to fill a casual vacancy in accordance with Article 17.
- 13.3 For the avoidance of doubt the date of appointment of any Director shall be the later of
- 13.3.1 the date of the first board meeting held after their election or appointed and
- 13.3.2 the date as stipulated under law.
- 13.4 Articles 14 to 18 (inclusive) take effect in accordance with the Schedule (transitional provisions).

Number of Directors

- 13.5 The following provisions shall apply to the composition of the Directors:
- 13.5.1 The maximum number of Directors shall be seventeen (17) or such other number as may be determined by the Directors, save that should a Vice-Chair be elected in accordance with Article 15 the maximum number of Directors shall be increased to eighteen (18) whilst that position is occupied.
- 13.5.2 There shall be a maximum of nine (9) Elected Directors.

- 13.5.3 There shall be a Chair of Directors and Treasurer and, if the Directors think necessary, a Vice-Chair of Directors.
- 13.5.4 There shall be not more than six (6) Co-opted Directors
- 14 Elected Directors
- 14.1 Elected Directors shall be elected by a simple majority of the Constituents voting in a ballot called by the Directors (the "Annual Election").
- 14.2 Once elected and subject to Articles 14.6, 18 and 19, an Elected Director shall hold office for a period of three years and:
- 14.2.1 such appointment shall take effect at the start of the first board meeting after their election;
- 14.2.2 they may serve until the beginning of the third Annual Election after they are elected; and
- 14.2.3 at that election they will be eligible for re-election for a second consecutive term of office of three years.
- 14.2.4 Following the second consecutive term, the Directors may decide (at a meeting or in writing in accordance with Article 21) that the Elected Director may stand for election for a third consecutive term of office of three years.
- 14.2.5 Once the Elected Director's tenure ends following two consecutive terms or, a third term in line with Article 14.2.4, the Elected Director must take a break from office and will not be eligible for re-election until:
- (a) twelve months has passed; or
- (b) (if earlier) the Annual Election held after the year in which the break commenced.
- 14.3 Other than as set out in these Articles, the Annual Election procedure shall be determined by the Directors pursuant to Article 32. A failure by a Constituent to vote shall not be counted as a vote against any Elected Directors.
- 14.4 Subject to any rules pursuant to Article 32, any person may seek election as an Elected Director.
- 14.5 The Directors shall make rules pursuant to Article 32 in order to secure that there shall be at least one Elected Director to represent each subset of the Constituents as may be created by the Directors from time to time.
- 14.6 If, before the expiry of their term of office, an Elected Director resigns, becomes an Honorary Officer or ceases to be a Director then, subject to Article 13.5.1, a new Elected Director shall be elected in accordance with the procedure in this Article 14 to fill the vacancy, provided that such Elected Director shall serve only for the remainder of the unexpired term of the vacancy to be filled at the expiry of which they shall retire and may stand for re-election.

- 15 Honorary Officers
 - 15.1 The Honorary Officers shall be the Chair of Directors, Treasurer, and if the Directors think necessary, the Vice-Chair of Directors.
 - 15.2 Any person who is willing to act as an Honorary Officer, and who would not be disqualified from acting under the provisions of Article 19 may be appointed as an Honorary Officer by the Directors by simple majority.
 - 15.3 No person shall hold two or more Honorary Offices simultaneously.
 - 15.4 Once appointed, subject to Articles 18 and 19:
 - 15.4.1 Honorary Officers shall serve until the board meeting following the third anniversary of their appointment.
 - 15.4.2 at that meeting they will be eligible for reappointment by the Directors for a second consecutive term of three years or, if having served such second term, the Director shall be eligible for re-appointment by the Directors at the board meeting following the sixth anniversary of their appointment to serve a third consecutive term of office of three years. The Directors may decide (at a meeting or in writing in accordance with Article 21) to appoint an Honorary Officer to serve for an additional year following their third consecutive term of office; and
 - 15.4.3 a person appointed as an Honorary Officer shall not serve as a Director for more than ten consecutive years without taking a break from office of at least twelve months.
- 16 Co-opted Directors
 - 16.1 Co-opted Directors shall be appointed by a simple majority of the Directors.
 - 16.2 Once appointed and subject to Articles 18 and 19,
 - 16.2.1 a Co-opted Director will serve until the board meeting following the third anniversary of their appointment;
 - 16.2.2 at that meeting they will be eligible for re-appointment by the Directors for a second consecutive term of office of three years or, if having served such second term, the Director shall be eligible for re-appointment by the Directors at the board meeting following the sixth anniversary of their appointment to serve a third consecutive term of office of three years.
 - 16.2.3 Once three consecutive terms have elapsed, the Director must take a break from office and will not be eligible for re-election until twelve months has passed.
 - 16.3 If a Co-opted Director resigns or ceases to be a Director under Article 19 below the Directors may co-opt another person to fill the vacancy created pursuant to the provisions of this Article 16.

17 Casual vacancies

Notwithstanding Articles 14 to 17 (inclusive), if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors may appoint a person or persons as Director who shall serve until the first meeting of the Directors after the Annual Election following their appointment when they shall retire. Any Director appointed under this Article 17 may be considered for election as an Elected Director in accordance with Article 15 or appointment as an Honorary Officer or a Co-opted Director in accordance with Articles 16 and 17, as relevant, provided that their initial term of office under this Article 17 shall be excluded from the assessment of how long a person has been in office.

18 Longstop

For the avoidance of doubt any years served as a Director (regardless of the category) are cumulative for the purpose of calculating the total time that has been and can be served by that person as a Director, and no Director may serve for longer than 10 years in total.

19 Removal, disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 19.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 19.2 the Director is disqualified from acting as a charity trustee by virtue of Section 178 of the Charities Act;
- 19.3 the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 19.4 the Directors reasonably believe that the Director has become physically or mentally incapable of managing their own affairs and they resolve to remove the Director;
- 19.5 the Director resigns from office by written notice to the Charity provided at least two Directors remain in office after the resignation takes effect;
- 19.6 the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that the office be vacated;
- 19.7 the Director ceases to be a member of the Charity;
- 19.8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that the Director is removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Directors; or
- 19.9 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service (or equivalent) to be undertaken in respect of them.

- 20 Powers and duties of the Directors
- 20.1 Subject to the provisions of the Act and these Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.
- 20.2 No alteration of these Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 20.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 21 Proceedings and decisions of the Directors
- 21.1 Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit.
- 21.2 The Directors shall meet at least three times a year.
- 21.3 A meeting of the Directors:
- 21.3.1 may be called by any Director; and
- 21.3.2 shall, at the request of a Director, be called by the Secretary (if any).
- 21.4 Notice of any meeting of the Directors must indicate:
- 21.4.1 its proposed date, time and subject matter;
- 21.4.2 where it is to take place; and
- 21.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 21.5 In fixing the date and time of any meeting of the Directors, the Director calling it shall try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it.
- 21.6 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 21.7 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 21.8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.

- 21.9 Any Director may participate in a meeting of the Directors by means of video conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in such a meeting shall constitute presence in person at that meeting.
- 21.10 In relation to the quorum for a meeting of the Directors:
- 21.10.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
- 21.10.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than three, and unless otherwise fixed it is three;
- 21.10.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
- (a) to appoint further Directors, or
- (b) to arrange a ballot to appoint further Directors;
- 21.10.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 21.11 Questions arising at a meeting shall be decided by a majority of votes.
- 21.12 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:
- 21.12.1 there was some defect in the appointment of any such Director or person acting as a Director, or
- 21.12.2 they or any of them were disqualified, or
- 21.12.3 they or any of them were not entitled to vote on the matter,
- be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 21.13 A resolution in writing, signed by a majority of all of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors. A failure by a Director to respond to a resolution in writing of the Directors shall be treated as a vote against the resolution.
- 21.14 Subject to these Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

DELEGATION

22 Delegation by the Directors

22.1 The Directors may delegate any of their powers to any committee. Such a committee shall consist of not less than two Directors and any additional people not being Directors as the Directors think fit from time to time. The Directors shall appoint a Chair of the committee.

22.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

22.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;

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

22.3 Subject to and in default of any other terms imposed by the Directors:

22.3.1 the chairman shall be an ex-officio member of every committee appointed by the Directors;

22.3.2 if no chairman is appointed by the Directors, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members of the committee present may choose one of their number to chair the meeting;

22.3.3 a committee may meet and adjourn as it thinks proper;

22.3.4 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and

22.3.5 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Directors.

22.4 The terms of any delegation to a committee shall be recorded in the minute book.

22.5 The Directors may revoke or alter a delegation.

22.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

23 Delegation of day to day management

23.1 The Directors may delegate day to day management and administration of the Charity to one or more managers.

23.2 In respect of each manager the Directors shall:

- 23.2.1 provide a description of the manager's role; and
- 23.2.2 set the limits of the manager's authority.
- 23.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.
- 23.4 The Directors shall appoint a Chief Executive on such terms and conditions as the Directors shall from time to time determine. Subject to the overall control and supervision of the Directors, the Chief Executive shall be responsible for the day to day management and administration of the work of the Charity and shall be entitled to appoint such other persons to be employed by the Charity either full-time or part-time on such terms and conditions as may be approved by the Directors and as may be reasonably necessary or advisable for discharging the functions of the Charity.
- 23.5 The Chief Executive or any other manager may be removed from office by the Directors.

SECRETARY, MINUTES AND SEAL

24 Secretary

- 24.1 Subject to Section 283 of the Act, the Secretary of the Charity shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit; and any Secretary so appointed may be removed by it.
- 24.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

25 Minutes

- 25.1 The Directors shall ensure that the Charity keeps records, in writing, comprising:
 - 25.1.1 of all appointments of officers made by the Directors;
 - 25.1.2 minutes of all proceedings at general meetings;
 - 25.1.3 copies of all resolutions of Members passed otherwise than at general meetings;
 - 25.1.4 details of appointments of officers made by the Directors; and
 - 25.1.5 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.
- 25.2 The Directors shall ensure that the records comprising 25.1.1 and 25.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

ACCOUNTS AND AUDIT

26 Accounts

- 26.1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:
- 26.1.1 annual reports;
 - 26.1.2 annual returns; and
 - 26.1.3 annual statements of account.
- 26.2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours.
- 26.3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

27 Audit

Auditors shall be appointed and their duties regulated as required in accordance with the Act and the Charities Act.

MEETINGS OF MEMBERS

28 General meetings

- 28.1 The Directors may call a general meeting at any time.
- 28.2 The quorum for general meetings is three Members, provided that if the quorum for Director's meetings is fixed at a different level by a decision of the Directors, in accordance with Article 21.10.1, the quorum for general meetings shall change to the same number as set for Directors' meetings.
- 28.3 The Directors may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
- 28.4 When the Directors have made arrangements to facilitate Remote Attendance, the provisions of the Articles shall be treated as modified to permit such arrangements and in particular a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting.

28.5 Subject to the Articles, general meetings must be called and held in accordance with the provisions regarding such meetings in the Companies Acts

29 Written resolutions

General

29.1 Subject to this Article 29 a written resolution agreed by:

29.1.1 Members representing a simple majority; or

29.1.2 (in the case of a Special Resolution) Members representing not less than 75%;

of the total voting rights of eligible Members shall be effective.

29.2 On a written resolution each Member shall have one vote.

29.3 A written resolution must state that it was proposed as a special resolution in order to be a special resolution under the Act.

29.4 A Members' resolution under the Act removing a Director or auditor before the expiry of their term of office may not be passed as a written resolution.

Circulation

29.5 A copy of the proposed written resolution must be sent to every eligible Member together with a statement informing the Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

29.6 In relation to a resolution 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.

29.7 The required majority of eligible Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

29.8 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Act.

Signifying agreement

29.9 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:

29.9.1 identifying the resolution to which it relates; and

29.9.2 indicating the member's agreement to the resolution.

29.10 For the purposes of Article 29.9:

29.10.1 a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and

29.10.2 a document sent or supplied in electronic form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Charity;
or
- (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

29.11 If the Charity gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

COMMUNICATION

30 Means of communication

General rule

30.1 The Charity may send or supply any documents, notices, information or other material to Members or Directors in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 30.2.

Method	Deemed delivery
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) Sent by electronic means;	The day it was sent.
(d) Sent by making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) Sent by other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

Exceptions

30.2 The following exceptions apply:

- 30.2.1 where the Act requires it, the requirements in that Act for the Charity to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);
- 30.2.2 a Director may agree with the Charity that notices or documents concerning Director decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;
- 30.2.3 a member present in person or by proxy at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called; and
- 30.2.4 where any document or material has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
 - (a) if the material has been sent to a member or Director and is notice of a general meeting of the Charity, the Charity is under no obligation to send a hard copy of the material to their postal address as shown in the Charity's register of members or Directors, but may in its discretion choose to do so;
 - (b) in all other cases, the Charity shall send a hard copy of the material to the member's postal address (within the United Kingdom) as shown in the Charity's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person within the United Kingdom (if any); and
 - (c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

INDEMNITY

31 Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Charity (other than any person (whether an officer or not) engaged by the Charity as auditor) shall be indemnified out of the assets of the Charity against any liability incurred by them for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

RULES AND BYELAWS

32 Rules or byelaws

32.1 The Directors may from time to time make such rules or byelaws as they may deem necessary or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership of either the Charity or any group established to support the Charity, for example Constituents, and in particular but without prejudice to the generality of the above, may by such rules or byelaws regulate:

32.1.1 the admission and classification of Constituents and the rights, privileges and conditions of such Constituents and the terms on which such Constituents may resign or have their relationship with the Charity terminated;

32.1.2 the payment of fees by Constituents;

32.1.3 the conduct of Constituents in relation to one another, and to the Charity's employees;

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

32.1.5 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles; and

32.1.6 generally all such matters as are commonly the subject matter of such rules.

32.2 The Directors shall have the power to alter or repeal the rules or byelaws and to make additions to them, and the Directors shall adopt such means as it deems sufficient to bring to the notice of Constituents all such rules or byelaws, provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

Schedule – Transitional Provisions for Terms of Office

1. Notwithstanding anything to the contrary in the Articles, Article 12.5 and Articles 14 to 18 (inclusive) apply in the following ways to any Directors (the “Continuing Directors”) in post at the time when these revised Articles came into effect in 2023 (the “Effective Date”).
2. The Continuing Directors’ previous terms in office prior to the adoption of these Articles count towards the longstop period as provided for in Article 18 and, for the avoidance of doubt, terms of office do not restart on the adoption of these Articles.
3. Subject to the longstop period, Continuing Directors shall be eligible to serve a third consecutive term of office in accordance with Articles 14.2.4 and 14.2.5 (in relation to Elected Directors), Articles 15.4.2 and 15.4.3 (in relation to Honorary Officers), Articles 16.2.2 and 16.2.3 (in relation to Co-Opted Directors).