

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION OF WELSH REFUGEE COUNCIL

(As amended by Special Resolutions dated 18 February 2005 and 6 April 2005 and 28 November 2008 and 20 January 2016 and 18 May 2023.)

Memorandum of Association

1. The name of the Association (hereinafter called "the Company") is WELSH REFUGEE COUNCIL.
2. The registered office of the Company will be situated in Wales.
3. In this Memorandum of Association unless the context otherwise requires, the word "Refugee" means a person who has a well-founded fear of being persecuted for reasons of race, religion, nationality, membership of a particular social group or political opinion and who no longer enjoys the protection of his or her country of origin or previous permanent residence, and includes all categories of person known as displaced persons or asylum seekers.
4. The Charity's objects ("the objects"):-
 - (a) provide relief for refugees and their dependants who are in conditions of need, hardship or distress;
 - (b) preserve and protect the physical and mental health of refugees and their dependants through the promotion of cultural, artistic, sporting and other activities;
 - (c) Advance the education and training of refugees and their dependants in need thereof so as to advance them in life and assist in their rehabilitation within WALES;

- (d) Promote research into the conditions of life of refugees throughout the world and ways of providing charitable relief for them and to publish the results of all such research;
- (e) Advance public education about the position of refugees and the situation, which give rise to refugee movements;

In furtherance of the said objects, but not further or otherwise, the Company shall have power to:

- (a) bring together in conference representatives of international, EUROPEAN UNION, UNITED KINGDOM governmental and local government organisations and other institutions AND AGENCIES both within WALES and elsewhere, other VOLUNTARY and charitable organisations having similar objects, and individuals;
- (b) operate as an agency receiving and caring for refugees in WALES;
- (c) represent its member organisations with regard to refugee problems in dealing within public authorities BASED IN WALES, THE UNITED KINGDOM OR THE EUROPEAN UNION, and international bodies;
- (d) Delegate to one or more of its member organisations any functions deemed to be in accordance with the said objects;
- (e) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in Wales, the UK, the European Union or elsewhere overseas;
- (f) 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;
- (g) 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;
- (h) To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (i) Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (j) To provide indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew to be a breach

of trust or breach of duty or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

- (k) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (l) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (m) Co-operate and share information with public bodies and authorities and other organisations (including organisations representing refugees, voluntary organisations, local authorities, the National Assembly for Wales, National Health Service Trusts, Police Authorities, Her Majesty's Government) in order to promote the welfare of refugees in Wales;
 - (n) Make representation to public authorities and authorities (including local authorities, the National Assembly for Wales, National Health Service Trusts, Police Authorities, Her Majesty's Government);
 - (o) To pay out of the funds of the Charity the costs, charges and expenses of an incidental to the formation and registration of the Charity;
 - (p) To do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity.
- (1) Of reasonable and proper remuneration for any services rendered to the Charity by any officer or servant of the Charity who is not a trustee;
 - (2) of interest on money lent by any member of the Charity or trustee of a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - (3) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (4) of reasonable and proper rent for premises demised or let by any trustee;
 - (5) to any trustee or member of reasonable out-of-pocket expenses;

- (6) of any premium in respect of any such indemnity insurance as is permitted by Clause 4(j) of the Memorandum of Association of the Charity.
6. The liability of the members is limited.
 7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WELSH REFUGEE COUNCIL

(As adopted and altered by Special Resolutions dated 18 February 2005 and 6 April 2005)

Interpretation

1. In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 and 1989 and "the 2006 Act" means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

"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;

"executed" includes any mode of execution;

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The following persons shall be eligible for membership of the Charity:-
 - a) The subscribers to the Memorandum of Association;
 - b) An individual aged 18 years or more who supports the objects of the Charity, provided they are not also the representative of a body or organisation as described in 2 c) below, or the corporate representative of a corporate entity as described in 2 d) below;
 - c) An individual nominated by and representing any body or organisation which supports the objects of the Charity but does not have legal identity of its own or is otherwise incapable of membership of the Charity, provided that they are not also an individual member admitted under 2 b) above or the authorised representative of a corporation as described in 2 d) below. Such individuals shall be nominated to seek membership of the Charity by resolution of the governing body of the body or organisation in question and the Charity shall be notified by written notice served at the Charity's registered office. Membership shall not be transferable and shall cease when the nomination of such individual is revoked by the body or organisation in question. Such revocation shall be by resolution of the governing body of that body or organisation and the membership shall cease when a certified copy of that resolution is served on the Charity at its registered office;
 - d) A corporation which has legal identity and which supports the objects of the Charity. Any corporation which is a member of the Charity may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which they represent as that corporation could exercise if it were an individual member of the Charity. Written notice of the appointment of any such authorised representative as well as revocation of any such appointment shall be notified to the Charity in writing by the governing body of the corporation.
 - e) Such other persons as are admitted to membership in accordance with these Articles.
- (2) Members admitted to the Charity under articles 2 (1) a) and 2 (1) b) shall be known as Individual Members and members admitted under article 2 (1) c) and d) shall be known as Organisational Members.
- (3) Every person who wishes to become a member shall deliver to the Charity an application for membership, in such form as the trustees require,

executed by them. The application for membership shall be lodged at the address specified by the Charity.

- (4) Under the powers conferred by article 47 of these Articles, the trustees shall appoint a Membership Panel ("the Fundraising Team") the constitution of which shall be determined by the trustees from time to time. No person shall be admitted as a member of the Charity unless they are approved by the Panel. The Panel shall determine any question as to the eligibility of any applicant for membership of the Charity and shall notify any applicant of their decision in writing as soon as is practicable. Any appeal against the decision of the Panel may be made to the trustees and their decision shall be final and binding. All membership admissions shall be recorded in the Register of Members of the Charity.
- (5) Provided always that no employee engaged under contract with the Charity may apply for either Individual Membership or Organisational Membership of the Charity.
- (6) Individuals, groups, organisations, corporations and nominated or authorised representatives of such groups, organisations and corporations may, subject to the approval of the Panel, be admitted to Associate Membership. Associate Members shall not be considered to be members of the Charity for the purposes of company law. The rights, privileges and obligations of Associate Members may be varied from time to time by the trustees.
- (7) The Panel shall determine the subscription fees payable by all members and Associate Members. The Panel shall have a discretionary right to reduce or waive the said subscription fee in respect of any member or Associate Member. In the event that a member shall fail to make payment on any outstanding subscription fee as determined by the Panel within six weeks of the due date, their membership shall be automatically terminated and the member shall be notified of the termination in writing.
- (8) A member may at any time withdraw from the Charity by giving not less than four weeks' notice in writing to the Charity. Such notice shall be served at the registered office of the Charity for the attention of the Company Secretary.
- (9) The trustees may resolve to expel a member provided always that the member in question shall be given not less than fourteen clear days notice in writing of the meeting at which such resolution is to be proposed. The member shall be entitled to be heard on the resolution at the meeting, having been notified of the reasons for their proposed expulsion. Membership shall cease in the event of the passing of the proposed resolution.
- (10) Membership shall not be transferable and shall cease on death. All cessations of membership, for whatever reason, shall be recorded in the Register of Members of the Charity.

General Meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

5. All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it so agreed as permitted by the 2006 Act. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

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

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

Proceeding at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

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

9. The Chair, if any, of the trustees or in their absence the Deputy Chair or if they are also absent some other trustee nominated by the trustees shall preside as chair of the meeting, but if neither the chair nor Deputy Chair nor any such other trustee be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees shall elect one of their number to be chair and, if there is only one trustee present and willing to act, they shall be chair.

10. If no trustee is willing to act as chair, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.
11. A trustee shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting.
12. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the chair; or
 - (2) by at least two members having the right to vote at a meeting; or
 - (3) by a member or members representing not less than one-tenth of total voting rights of all the members having the right to vote at a meeting.
14. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which a poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. A poll demanded on any other questions shall be taken either immediately or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll

shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by them to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except 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 objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

25. The number of trustees shall be a minimum of 5 (five) and a maximum of 14 (fourteen) trustees. 12 (twelve) of these roles shall be open for all to apply for including refugees when a vacancy occurs. Two spaces shall be reserved for people of refugee background.
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles, provided always that such trustees shall not be appointed until they have made application to the Charity and have been admitted as members of the Charity under Article 2 of these Articles.

Power of trustees

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special powers given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:-
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

29. As a transitional rule, at the annual general meeting in 2008 the four longest serving trustees shall retire from office. If eligible and willing to stand any of them may be proposed for re-appointment to the first term under the appointment provisions of the rest of these Articles. Such a re-appointment shall be deemed a first term of office under those provisions.
30. Trustees shall serve a three year term of office, with appointments made by ordinary resolution of the members at the annual general meeting. At the end of a term, a trustee may, if eligible and willing to stand, be proposed for re-appointment to another term. There shall be no limit on the number of terms that a trustee may serve.
31. Vacancies arising during the nine months following any annual general meeting may be filled by resolution of the trustees (but not in the remaining months before the next annual general meeting). A trustee so appointed shall retire at the next annual general meeting. Such a retiring trustee may, if eligible and willing to stand, be proposed for appointment to a first term of office as a trustee pursuant to the earlier provisions of these Articles.
32. (a) If the trustees think fit, they may issue ballot papers in respect of the retirement and appointment or re-appointment of trustees at the annual general meeting, provided such papers are not issued more than thirteen days before the date appointed for holding the meeting. Voting may then be conducted by ballot in advance of the meeting and references in these Articles to voting on such retirements, appointments and re-appointments shall, in such circumstances, be read and

construed accordingly. Notwithstanding the foregoing, voting may alternatively be conducted by ballot at the meeting if the trustees think fit.

- (b) The honorary Treasurer shall be appointed by the trustees from amongst their number.
33. No person may be appointed as a trustee:-
- (1) if they are under the age of 18 years unless the charity is a registered company; or
 - (2) in circumstances such that, had they had already been a trustee, they would have been disqualified from acting under the provisions of these Articles (including, for the avoidance of doubt, any former trustee who ceased to hold office under the provisions of Article 36).
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding an annual general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person (including a retiring trustee) who is proposed for appointment or reappointment as a trustee at the meeting. The notice shall give the particulars of that person which would, if they were so appointed, be required to be included in the Charity's register of trustees. Evidence of the candidate's willingness to stand must also be provided.
35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

Disqualification and removal of trustees

36. A trustee shall cease to hold office if they:
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns their office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
 - (4) is absent without the permission of the trustees from seven successive trustees' meetings;
 - (5) fails to attend four consecutive meetings of the trustees and on the proposal of the chair of the board (which proposal must be made), the board at that fourth meeting resolves that their office be vacated

(provided always that the procedures specified in the rules or byelaws at that time relating to such removal have been observed and any matters those rules or byelaws require the board to consider have been considered); or

- (6) ceases for any reason to be a member of the Charity.

Trustees' Expenses

37. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

38. Subject to the provisions of the Act and to Clause 5 of the memorandum the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
39. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

40. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
41. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or three trustees, whichever is the greater.
42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
43. Unless they are willing to do so, the Chair, and in their absence the Deputy Chair, shall preside at every meeting of trustees at which they are present. But if there is no trustee holding either office, or if neither of the trustees holding them are willing to preside or are not present within five minutes after the time

appointed for the meeting, the trustees present may appoint one of their number to be chair of the meeting.

44. The trustees may appoint one or more sub-committee consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
45. All Acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
46. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
47. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for payment of money from such accounts shall be signed by at least one trustee.

Chair, Deputy Chair and Treasurer

48. The trustees shall appoint one of the serving trustees to each of the offices of Chair, Deputy Chair and Treasurer, to hold office for such period of time as the trustees see fit. The duties and responsibilities of the Chair, Deputy Chair and Treasurer shall be as specified in these Articles and otherwise as determined and varied by the trustees from time to time. No person may hold two or more offices at once. Any office holder may resign their office (but may choose to complete their term of office as a trustee). Upon cessation of trusteeship, any officer position held by the former trustee shall be terminated, save that if the cessation of trusteeship occurs at the annual general meeting the individual shall continue in the office until the next meeting of the trustees, at which a successor shall be appointed to the relevant office. In addition to the foregoing provisions, the trustees may at any time, by resolution on the board, remove any officer from their office.

Secretary

49. A secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

50. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

The seal

51. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Accounts

52. The trustees shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Charity, or, subject to the provisions of the Act, at such other place or places as the trustees think fit, and shall be open to the inspection of the members of the Charity at such times and at such places as the trustees think fit.
53. The trustees shall ensure that annual reports and accounts are prepared in such form and including such information as may be required by the Act as supplemented or altered by the Charities Act 1993, The Charities (Accounts and Reports) Regulations 1995 and 2000 (or any re-enactment or amendment thereof for the time being in force) and the Statement of Recommended Practice (Accounting by Charities) as from time to time applicable to the Charity.

Audit

54. If required by the Act, the annual accounts of the Charity shall be audited and auditors shall be appointed and their duties regulated in accordance with the Act.

Annual returns

55. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) and the applicable regulations made thereunder with regard to the preparation of a charity annual return and its transmission to the Commissioners.
56. The trustees shall ensure the Charity files a company annual return with the Registrar of Companies every year in accordance with the requirements of Section 363 of the Act.

Notices

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
58. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
59. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.
60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

61. (1) Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.
- (2) The trustees shall have power to purchase and maintain for any trustee such insurance as is permitted by Clause 4(j) of the Charity's Memorandum of Association.

Rules

62. (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments made to members;

- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) 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;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.