

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION
OF
THE BRIGHTON WEST PIER TRUST

Incorporated on 14 November 1978, as amended by
Special Resolutions dated 9 May 1980, 22 April 1982, 9 July 1985, 6 July 1999,
31 March 2006, 20 May 2024 and [29 June] 2026

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BRIGHTON WEST PIER TRUST

1. **THE COMPANY'S NAME IS 'THE BRIGHTON WEST PIER TRUST'**
(and in this document it is called the "Charity").

2. **INTERPRETATION**

In the Articles:

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| "address" | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity; |
| "the Articles" | means the Charity's articles of association; |
| "the Board" | means the Board of Trustees of the Charity; |
| "Chair" | means the person appointed to chair meetings of the Trustees and the members; |
| "the Charities Act" | means the Charities Act 2011; |
| "the Charity" | means the company intended to be regulated by the Articles; |
| "clear days" | in relation to the period of a notice means a period excluding: <ul style="list-style-type: none">• the day when the notice is given or deemed to be given; and• the day for which it is given or on which it is to take effect. |
| "the Commission" | means the Charity Commission for England and Wales; |
| "Companies Acts" | means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity; |
| "connected person" | means any of the following: |

- a) any parent, child (including stepchild or illegitimate child), brother, sister, grandparent or grandchild of a Trustee;
- b) the spouse or civil partner of a Trustee or of any person in (a), including anyone living as the spouse or civil partner of any of the above;
- c) any person carrying on business in partnership with a Trustee or any person in a) to b) above;
- d) any institution which is controlled either by a Trustee alone or in combination with any one or more of the persons in a) to c) above;
- e) any body corporate in which a Trustee, either alone or in combination with any one or more of the persons in a) to c) above, holds more than 20% of the share capital or more than 20% of the voting rights in the body corporate.

Any person who is a connected person in relation to any Trustee is referred to in these Articles as 'connected' to that Trustee;

“Deputy Chair”	means any person appointed as deputy chair, in accordance with Article 25;
“document”	includes, unless otherwise specified, any document sent or supplied in electronic form;
“electronic form”	has the meaning given in section 1168 of the Companies Act 2006;
“hybrid meeting”	means a meeting of members of the Charity or a meeting of the Charity’s Trustees at which some participants are attending the meeting in person and others are attending virtually;
“the members”	means the voting members of the Charity for company law purposes and who shall comprise the Trustees only;
“the Memorandum”	means the Charity’s memorandum of association;
“Officers”	means those persons appointed in accordance with Article 25;
“the Pier”	means the West Pier at Brighton and the land associated with it, owned by the Charity;
“Secretary”	means any person appointed to perform the duties of the secretary of the Charity;
“the Trustees”	means the directors of the charitable company. The Trustees are also charity trustees as defined by Section 177 of the Charities Act;
“the United Kingdom”	means Great Britain and Northern Ireland.

“virtual meeting” means a meeting of members of the Charity or a meeting of the Charity’s Trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the articles became binding on the Charity.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

- 3.1 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- 3.1.1 payment of the charity’s debts and liabilities incurred before he, she or it ceases to be a member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

4 OBJECTS

- 4.1 The charity's objects ('Objects') are specifically restricted to the following:
- 4.1.1 to preserve and enhance for public benefit the area as defined in the beneficial area;
 - 4.1.2 to promote high standards of planning and architecture in the Area of Benefit;
 - 4.1.3 to secure the preservation, protection, development and improvement of features of historic or public interest in the Area of Benefit.

‘Area of ‘Benefit’ means the Pier, the foreshore around and below it and their immediate surroundings.

5 POWERS

- 5.1 The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
- 5.1.1 to acquire, on such terms and at such time as the Board of Trustees in its absolute discretion decides, the West Pier at Brighton, with a view to preserving, repairing, improving, developing, adapting or otherwise dealing with the Pier in order to make available the Pier for the public benefit;
 - 5.1.2 to preserve, maintain, repair, improve, develop, adapt or otherwise deal with the Pier so as to enhance the benefit to the public afforded by the Pier and to promote the use of the Pier by the public;
 - 5.1.3 to protect from dilapidation, disfigurement, pollution or destruction, any place, erection or building in the Area of Benefit;
 - 5.1.4 to promote, support, sponsor or aid financially or otherwise Bills or Acts of Parliament and legislation, orders, regulations, bye-laws, enquiries, commissions or other matters howsoever, whether parliamentary, ministerial, municipal, local or otherwise, and whether under direct or delegated authority, and generally to seek grants in aid or other support from governmental, ministerial, municipal, local or other authorities or bodies, in all cases for the furtherance of the Objects. In particular, without prejudice to the generality of the foregoing, to seek, promote, sponsor or support the making of an Order or Orders pursuant to section 14 of Harbours Act 1964, as from time to time amended or re-enacted, or under the General Piers and Harbours Acts, as from time to time amended or re-enacted;
 - 5.1.5 to promote research into subjects directly connected with the Objects and to publish the results of any such research;
 - 5.1.6 to print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the Objects
 - 5.1.7 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 5.1.8 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 5.1.9 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act;
 - 5.1.10 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act if it wishes to mortgage land;
 - 5.1.11 to enter into contracts and agreements of any kind, including without limitation contracts to provide services to or on behalf of other bodies;
 - 5.1.12 to acquire, merge with, subscribe to, affiliate with, establish, support or enter into any partnership or joint venture arrangement with any other charitable

trusts, associations, institutions, societies, companies, CIOs or voluntary bodies with similar charitable purposes;

- 5.1.13 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 5.1.14 in exchange for full consideration, and subject to Part 7 of the Charities Act, to grant licences or make any disposition of the property or assets of the Charity to a trading company or subsidiary company formed and operated for the purpose of benefiting the Charity, provided that the Charity shall not undertake any permanent taxable trading activity and must comply with relevant statutory regulations. No licence or disposition shall be of such a nature or scope as to make improper or excessive use of the property or other assets of the Charity for non-charitable purposes;
 - 5.1.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - 5.1.16 to lend and advance money or give credit on any terms and with or without security to any person, firm or Charity, including a trading company formed and operated in accordance with Article 5.1.14, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
 - 5.1.17 to make any charitable donation or award grants to any other charitable organisation or not-for-profit institution in furtherance of the Objects;
 - 5.1.18 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 5.1.19 in respect of investments to:
 - 5.1.19.1 deposit or invest funds;
 - 5.1.19.2 employ a professional fund manager; and
 - 5.1.19.3 arrange for the investments or other property of the Charity to be held in the name of a nominee.
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.1.20 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
 - 5.1.21 subject to Article 6, to employ and pay architects, engineers, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the Objects;
 - 5.1.22 subject to Article 6, to grant pensions, allowances and gratuities to past or present officers or employees of the Charity or to the dependants of such persons and to establish and maintain or participate in trust funds or schemes (whether contributory or non-contributory) for providing pensions or other benefits for any such persons mentioned above;

- 5.1.23 to insure the Charity and the Charity's property to full value and against such risks as the Trustees shall consider it prudent or necessary to insure against;
- 5.1.24 to insure at the expense of the Charity and to arrange insurance cover for and to indemnify its officers, staff and voluntary workers from and against all such risks incurred in the course of their duties as may be thought fit and, in relation to the Trustees (or any of them), so far as is permitted by Article 5.1.25 below;
- 5.1.25 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 5.1.26 to do all such other lawful things as are necessary for the achievement of the Objects.

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 as set forth in these Articles and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Charity, and no member of its Board of Trustees or other Governing Body shall be appointed to any office of the Charity paid by salary or fees or, subject to Article 5.1.25, receive any remuneration or other benefit in money or money's worth from the Charity.

Provided that nothing herein shall prevent any payment in good faith by the Charity:

- 6.1.1 of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a member of its Board of Trustees or other Governing Body) for any services rendered to the Charity;
- 6.1.2 of interest on money lent by any member of the Charity or of its Board or Trustees or other Governing Body at a rate per annum not exceeding two percent less than the minimum lending rate for the time being prescribed by the Bank of England or three percent, whichever is the greater;
- 6.1.3 of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Trustees or other Governing Body;
- 6.1.4 of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Trustees or other Governing Body of the Charity may also be a member holding no more than 1/100th part of the capital;
- 6.1.5 to any member of its Board of Trustees or other Governing Body of out of pocket expenses.

7 DECLARATION OF TRUSTEES' INTERESTS

- 7.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

8 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

- 8.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:
- 8.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 8.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 8.1.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 8.2 In this Article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

9 MEMBERS

- 9.1 The members shall be the Trustees for the time being of the Charity.
- 9.2 Membership is not transferable.
- 9.3 The Trustees must keep a register of names and addresses of the members.

10 CLASSES OF MEMBERSHIP

- 10.1 The Trustees may establish classes of membership with different rights and obligations, including non-voting members and Friends, and shall record the rights and obligations in the register of members.
- 10.2 There shall be established a class of membership to be known as 'Friends of the West Pier Trust' or 'Friends'. This class of membership shall be non-voting and shall not be entitled to receive notice of, or to attend and vote at general meetings of the Charity. It shall comprise a form of membership designed to create a community network, and to support and be closely involved in the Charity's fundraising and other activities. It shall benefit from a package of benefits including newsletters, discounts on goods and beneficial rates for events.
- 10.3 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 10.4 The rights of a particular class of membership may only be varied by special resolution of the membership at a general meeting and all provisions in these Articles relating to general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

11 TERMINATION OF MEMBERSHIP

- 11.1 Membership is terminated if:
- 11.1.1 the member dies; or
 - 11.1.2 the member ceases to be a Trustee.

12 GENERAL MEETINGS

- 12.1 The Trustees may call a general meeting at any time, with members attending in person or virtually as the Trustees think fit. Such meetings may be entirely virtual meetings or hybrid meetings, as the circumstances allow.
- 12.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts, including the appointment of proxies.

13 NOTICE OF GENERAL MEETINGS

- 13.1 The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days for an annual general meeting, a general meeting called for the passing of a special resolution or any other general meeting.
- 13.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 95 percent of the total voting rights.
- 13.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.
- 13.4 The notice must be given to all the members and to any auditors.
- 13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

14 PROCEEDINGS AT GENERAL MEETINGS

- 14.1 A general meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 14.2 No business shall be transacted at any general meeting unless a quorum is present. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 14.3 A member shall not be counted in the quorum on any matter on which they are not entitled to vote.
- 14.4 A quorum is:
 - 14.4.1 **three** members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - 14.4.2 **one-third** of the total membership at the time,whichever is the greater.
- 14.5 In respect of a quorum, if a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.

15 CHAIRING MEMBERS' MEETINGS

- 15.1 General meetings shall be chaired by the person who has been elected as Chair by the Trustees in accordance with Article 25 or, in their absence, by the Deputy Chair, if any.
- 15.2 If there is no such person, or they are not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.

16 VOTES OF MEMBERS

- 16.1 Subject to Article 16.6, every member shall have one vote.
- 16.2 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.
- 16.3 A member may appoint another person as his proxy to exercise all or any of his or her rights and to speak and vote at members' meetings of the Charity.
- 16.4 A resolution put to the vote at a meeting shall be decided on a show of hands unless a poll is called for.
- 16.5 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 16.6 In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 16.7 Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

17 WRITTEN RESOLUTIONS

- 17.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 17.1.1 a copy of the proposed resolution has been sent to every eligible member;
- 17.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- 17.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 17.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

18 TRUSTEES

- 18.1 A Trustee must be a natural person aged 16 years or older.

- 18.2 In selecting individuals for appointment as Trustees, the Board must have regard to the skills, knowledge and experience needed for the effective administration of the Charity.
- 18.3 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 22.
- 18.4 The minimum number of Trustees shall be **eight** and the maximum shall be **fifteen** Trustees.
- 18.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

19 POWERS OF TRUSTEES

- 19.1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 19.2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 19.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

20 TERMS OF OFFICE OF TRUSTEES

- 20.1 A Trustee shall be appointed for a term of office of **three years**.
- 20.2 For transitional purposes there is appended in the Schedule a table of renewal dates for all Trustees in post as at the date of the amendment changing from retirement by rotation to a fixed term of office.
- 20.3 A retiring Trustee shall be eligible for re-appointment.

21 APPOINTMENT OF TRUSTEES

- 21.1 The Trustees may appoint a person who is willing to act to be a Trustee for the term of office outlined in Article 20.1.
- 21.2 The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

22 DISQUALIFICATION, RETIREMENT AND REMOVAL OF TRUSTEES

- 22.1 A Trustee shall cease to hold office if they:
 - 22.1.1 cease to be a director by virtue of any provision in the Companies Acts or are prohibited by law from being a director;
 - 22.1.2 are disqualified from acting as a trustee by virtue of sections 178-179 of the Charities Act (or any statutory re-enactment or modification of that provision);
 - 22.1.3 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 22.1.4 resign as a Trustee by notice to the Charity (but only if sufficient Trustees remain to constitute a quorum when the notice of resignation is to take effect);

22.1.5 are absent without the permission of the Trustees from all their meetings held within a period of six consecutive months, and the Trustees resolve that their office be vacated;

22.1.6 are directly or indirectly interested in any contract with the Charity and fail to declare the nature of their interest as required by Article 7; or

22.1.7 are removed by majority vote of the remaining Trustees at a meeting where a minimum of 75% of the Trustees are present.

22.2 A retiring Trustee is eligible for re-appointment.

23 REMUNERATION OF TRUSTEES

23.1 The Trustees must not be paid any remuneration unless it is authorised by Article 6.

24 PROCEEDINGS OF TRUSTEES

24.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

24.2 Any Trustee may call a meeting of the Trustees.

24.3 The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

24.4 Questions arising at a meeting shall be decided by a majority of votes.

24.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

24.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

24.7 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

24.8 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person.

24.9 The quorum shall be **three** Trustees, or the number nearest to **one-third** of the Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.

24.10 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

24.11 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.

24.12 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees (or of a committee of Trustees) and to vote upon the resolution, shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

- 24.13 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

25 CHAIR, DEPUTY CHAIR AND OTHER OFFICER/ROLES

- 25.1 The Trustees shall appoint one of their number as Chair to chair their meetings and may appoint a Deputy Chair. If the person appointed is unwilling to preside, or is conflicted or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 25.2 The persons appointed as Chair and Deputy Chair shall have no functions or powers except those conferred by the Articles or delegated to them by the Trustees.
- 25.3 The Trustees may appoint a Secretary and Treasurer upon such terms as they shall determine. The Secretary and Treasurer may, but need not be, drawn from the Trustee body. The Trustees may also appoint deputies for any of the above roles.
- 25.4 The Trustees may at any time revoke such appointments.
- 25.5 The Trustees may appoint a President, Vice-Presidents and Patrons as they see fit. For the avoidance of doubt, any such persons appointed to honorary roles within the Charity shall not be considered to be Trustees.

26 DELEGATION

- 26.1 The Trustees may delegate any of their powers or functions to a committee including two or more Trustees, as well as such non-Trustees as shall be considered appropriate, but the terms of any delegation must be recorded in the minute book.
- 26.2 The Trustees may impose conditions when delegating, including the conditions that:
- 26.2.2 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 26.2.3 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 26.3 The Trustees may revoke or alter a delegation.
- 26.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

27 VALIDITY OF TRUSTEES' DECISIONS

- 27.1 Subject to Article 27.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 27.1.2 who was disqualified from holding office;
- 27.1.3 who had previously retired or who had been obliged by the constitution to vacate office;
- 27.1.4 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if, without the vote of that Trustee, and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- 27.2 Article 27.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 27.1, the resolution would have been void, or if the Trustee has not complied with Article 7.1.

28 MINUTES

- 28.1 The Trustees must keep minutes of all:
- 28.1.2 appointments of Officers and honorary roles made by the Trustees;
 - 28.1.3 proceedings at meetings of the Charity;
 - 28.1.4 meetings of the Trustees and committees of Trustees including:
 - 28.1.4.1 the names of the Trustees present at the meeting;
 - 28.1.4.2 the decisions made at the meetings; and
 - 28.1.4.3 where appropriate, the reasons for the decisions.
- 28.2 The minutes of a meeting should record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

29 FINANCE AND ACCOUNTS

- 29.1 A bank account shall be kept in the name of the Charity. It shall be kept at such bank or banks as the Board shall from time to time appoint, and signatories and authorisation levels determined by the Board.
- 29.2 All monies payable to the Charity shall be received by the Treasurer or such other Officer of the Charity or such bank as the Board shall appoint to receive the same. The receipt of the Treasurer or such other Officer or banker shall be a sufficient discharge.
- 29.3 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 29.4 The Trustees must keep accounting records as required by the Companies Acts.

30 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 30.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- 30.1.2 transmission of the statements of account to the Commission;
 - 30.1.3 preparation of an Annual Report and its transmission to the Commission;
 - 30.1.4 preparation of an Annual Return and its transmission to the Commission.
- 30.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

31 MEANS OF COMMUNICATION TO BE USED

- 31.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 31.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 31.3 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.
- 31.4 Any notice to be given to or by any person pursuant to the Articles:
- 31.4.2 must be in writing; or
 - 31.4.3 must be given in electronic form.
- 31.5 The Charity may give any notice to a member either:
- 31.5.2 personally;
 - 31.5.3 by sending it by post in a prepaid envelope addressed to the member at his or her address;
 - 31.5.4 by leaving it at the address of the member;
 - 31.5.5 by giving it in electronic form to the member's address; or
 - 31.5.6 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 31.6 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 31.7 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.8 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.9 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 31.10 In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- 31.10.2 48 hours after the envelope containing it was posted; or
 - 31.10.3 in the case of an electronic form of communication, 48 hours after it was sent.

32 INDEMNITY

- 32.1 The Charity shall indemnify any relevant Trustee against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 32.2 In this Article a “relevant Trustee” means any Trustee or former Trustee of the Charity.

33 RULES

- 33.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 33.2 The rules or bye laws may regulate the following matters but are not restricted to them:
- 33.2.2 the admission of members of the Charity, whether voting or non-voting (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and entrance fees, subscriptions and other fees or payments to be made by members;
 - 33.2.3 the conduct of members of the Charity in relation to one another, and to the Charity’s employees and volunteers;
 - 33.2.4 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;
 - 33.2.5 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - 33.2.6 generally, all such matters as are commonly the subject matter of company rules.
- 33.3 The Trustees have the power to alter, add to or repeal the rules or bye laws.
- 33.4 No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.
- 33.5 No member shall be absolved from such rules or bye laws by reason of their not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

34 DISSOLUTION

- 34.1 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the primary objects of the Charity, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of the dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some other charitable object.

Schedule

Name	End of current term
Michael Farthing	June 2027
Lauren Godfrey	June 2027
Mark Ireland	June 2026
Duncan Irvine	June 2028
Judy Lever	June 2027
Chris Mortimer	June 2026
Hikaru Nissanke	June 2026
David O'Connor	June 2026
Marina Pedreira-Vilarino	June 2028
Annebella Pollen	June 2029
Nick Szezepanik	June 2028
Helen Walker	June 2026