

**NATIONAL LEARNING & WORK INSTITUTE
(ENGLAND AND WALES)**

Registered Company No. 2603322, Registered Charity No. 1002775

ANNUAL GENERAL MEETING

THURSDAY 1ST NOVEMBER 2018

**LEARNING & WORK INSTITUTE PROPOSED CHANGES TO RULES AND
ARTICLES OF ASSOCIATION**

- 1. Members are asked to approve the revised rules and articles of association set out in Annex A and Annex B. The resolution to be proposed is:**

That the regulations contained in the printed document produced to the annual general meeting be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof

2. The effect of these changes, set out as tracked changes in Annex A and Annex B to make the proposed changes clear, would be to:
- Designate Learning & Work Institute Trustees as Members for the purposes of the Companies Act;
 - Retain the category of life member and honorary life member;
 - End paid membership; and
 - Remove the role of all categories of membership in the formal governance of the Institute.
3. The proposed changes reflect structural changes in membership, common to many membership organisations, over recent years and aim to focus our engagement on the reasons members gave for being members in our 2016 members survey (namely to keep up to date with our work, show support, and be engaged on the issues).
4. They sit alongside the update given separately on the agenda on the launch of our new Supporter Network, which is intended to focus on building engagement and partnerships on the key issues we work on. Further details are given in the background section below.

Background: Proposed changes to membership

5. One of the key purposes of membership is to ensure that the work of Learning and Work Institute is informed by a wide range of perspectives, and to build partnerships across organisations and sectors. This is essential given the complex nature of the learning, skills and employment systems, and helps maximise the impact both of our work and of the wider sector. We achieve more together than we do apart.
6. There are a range of other ways in which we aim to achieve these goals. People across L&W have regular discussions and meetings with a wide range of stakeholders. Many of our projects are partnerships and a number have separate steering or advisory groups. And of course, our Trustees play a core governance role in this too.
7. In recent years it has become clear that the current membership model does not fully meet these intentions. This has been driven by two factors. The first is the decline in membership numbers, particularly since 2010 as public spending cuts have affected many of our partners (as well as us). It feels unlikely that these funding pressures are going to ease any time soon.
8. Today we have around 97 members, of whom 24 are paid members and 17 are reciprocal members. The remaining number are life and honorary life members. This compares to more than 800 at its peak. As a result, income from membership has fallen from over £120,000 per year to around £10,000. Taken together, this means the membership base, while valuable and expert, does not fully reflect the full range of work we do and reach we wish to have.
9. The second is the focus of the current membership model on a governance role, rather than the topics we work on. This was reflected in our 2016 members survey. The key reasons cited for being members were wanting to be informed about our work, support our activity, and involved in sector activity. Playing a governance role was cited by very few people.
10. Ultimately this means we are focusing our increasingly limited resources on servicing a membership model that is not meeting its original objectives. We estimate the annual cost (including invoicing for membership fees and preparation and staging of the AGM) of doing so to be around £10-15,000. Annual membership income is around £10,000.

Developing a different approach

11. That is why we are proposing changes to membership. You can see the detail of the changes in tracked changes to our rule and articles of association. In summary they would mean:
 - Trustees would become Members for the purposes of governance under the Companies Act;
 - Continuation of life members and honorary life members; and
 - The ending of paid membership; and

- The ending of the governance role of all forms of membership. Trustees will, as now, lead governance of the Institute.
12. The Board and senior management have been clear that we wanted to develop in parallel new ways to engage with stakeholders and meet the objectives of membership.
 13. To this end, we have developed a new Supporter Network. Details of this are set out in a separate paper. But in essence it is free and aims to focus on engagement in the issues we are working on and forming coalitions of interest around particular topics. Since the soft launch of the Network, more than 120 people and organisations have signed up, including a number of current members. We encourage as many of you as possible to sign up. The Supporter Network engagement and offer will be launched soon.
 14. Taken together, we believe these changes will build on the strong partnerships we already hold and allow us to focus our efforts where they will make the biggest difference for learning, skills and employment.

Annex A: Proposed changes to Learning & Work Institute rules

**Rules
of
the National Learning and Work Institute (the Charity) (England and Wales)**

Company Number: 2603322

Charity Number: 1002775

Incorporated: 19 April 1991

Rules adopted by the Board passed:

~~4 November 2015~~ _____ **2018**



INTRODUCTION

- (A) This document defines the Rules which sit below the Articles of Association of the National Learning and Work Institute (England and Wales), referred to as “the Charity”.
- (B) The Charity is a charitable company limited by guarantee with company number 2603322, and charity number 1002775 and an independent, private company limited by guarantee registered on 19 April 1991.
- (C) The Company is bound by both company and charity law and its Articles of Association.
- (D) The Charity is committed to a policy of equality of opportunity and freedom from discrimination on the grounds of race, gender, age, sexual orientation, religious or political belief, marital status or disability, for those working in or with an interest in adult continuing education. It is also committed to working towards the adoption of similar policies throughout the adult continuing education services and agencies in England and Wales.
- (E) The Board has overall responsibility for the implementation of the Equal Opportunities Policy.

MEMBERSHIP

1. Eligibility and Application Process

- 1.1 The Charity consists of all its members, acting collectively.
- 1.2 Members ~~may shall~~ be individuals ~~or organisations~~.
- 1.3 Prospective members must complete any application form or follow any application process as is directed by the Board.
- 1.4 All applicants must have a bona fide interest in the Charity's charitable objectives and activities.
- 1.5 Each Director is admitted to membership. ~~It is at the sole discretion of the Directors whether, on~~ On ceasing to be a Director for any reason, the Director shall also cease to be a member of the Charity.
- ~~1.6 The Directors may only refuse an application for membership if they consider it to be in the best interests of the Charity to refuse the application.~~
- ~~1.7 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.~~
- ~~1.8 The Directors' must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing. The Directors' decision is final.~~

2. Member Responsibilities

- 2.1 All members have a shared responsibility in supporting the charitable objectives of the Charity as defined in the Articles of Association.
- 2.2 If any member is found to have acted in a way contrary to the charitable objectives, undermines the Charity's activities or brings the Charity into disrepute, their membership may be terminated in accordance with Rule 4.

3. Classes of Membership

3.1 There shall be following classes of the membership:

3.1.1 ~~Any individuals (whether based in the UK or overseas) who is a Trustee of the Charity or who is to be appointed as a Trustee of the Charity ("Individual members");~~

3.1.2 ~~Corporate Members (whether based in the UK or overseas). In any election by the Company in General Meeting or voting process relating to office in the Company Board, each full fee-paying corporate member representative has 15 votes. Corporate members paying the 50% reduced rate have ten votes, and those paying the 25% rate have five votes. Each individual member has one vote.~~

3.1.3 ~~At every general meeting of the Charity every member shall, on a poll, have the following number of votes:~~

- ~~• each full fee paying Corporate Member shall have 15 votes;~~
- ~~• each Corporate Member paying 50% of full fees shall have 10 votes;~~
- ~~• each Corporate Member paying 25% of full fees shall have 5 votes;~~
- ~~and~~
- ~~• every Individual Member and every Honorary Life Member shall each have one vote.~~

3.1.43.1.3 Honorary Life Members:

- (a) Honorary Life Members are nominated by the Company Board, and elected by the Annual General Meeting in recognition of distinguished service to adult continuing education.
- (b) They are given the benefits or privileges which the Company Board, acting on behalf of the Company, may from time to time determine. Honorary
- (c) ~~Honorary Life Members shall have no entitlement to vote at any meeting of the Charity and such persons shall not be a member of the Charity for the purposes of the Articles or the Act are accorded the rights of Individual Members, but without the requirement to pay an annual subscription but are subject to the duty in respect of his or her guarantee contained in Clause 8 of the Articles of Association~~

3.1.53.1.4 Life members:

- (a) Life Membership enables Individual Members to become a member of the National Learning and Work Institute for life.

~~(a)(b) Life Members shall have no entitlement to vote at any meeting of the Charity and such persons shall not be a member of the Charity for the purposes of the Articles or the Act~~

~~(b) For a one-off payment Life Members receive all of the benefits of a full Individual Membership without any further membership payment, except in respect of his or her guarantee contained in Clause 8 of the Articles of Association (Liability of members);~~

~~3.1.5 Non-voting members~~Supporters:

~~(a) Non-voting Membership~~The category of 'Supporter' may be bestowed upon any person firm or body whom the Trustees deem it appropriate to recognise the interest or support of any such person to the objects of the Charity.

~~3.1.6 'Supporters' shall have no entitlement to vote at any meeting of the Charity and such persons shall not be a member of the Charity for the purposes of the Articles or the Act~~

~~3.1.6~~3.1.7 ~~as determined by the Company Board, enable the National Learning and Work Institute to admit members who do not have voting rights at Company Annual General Meetings.~~

4. Subscriptions

~~4.1 The annual subscription payable by the members of the Charity shall be such as the Directors may from time to time prescribe. The amount payable by any member may differ according to whether the member is a UK or international individual member or a corporate member.~~

~~4.24.1~~ Members shall not be required to pay subscription fees to the Charity. Membership rights and benefits may only be used by members who have paid their annual subscription. Failure to pay the annual subscription could result in membership being terminated.

5. Termination of Membership

5.1 Membership is terminated if:

~~5.1.1~~ the member becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

~~5.1.1~~5.1.2 ~~the member dies or, if it is an organisation, ceases to exist;~~

~~5.1.2~~5.1.3 ~~the member resigns by written notice to the Charity unless, after the resignation, there would be less than three members;~~

~~5.1.3~~ ~~any sum due to the Charity from the member is not paid in full within three months of its due date;~~

~~5.1.4~~ the member ceases for any reason to be a Trustee of the Charity;

~~5.1.4~~5.1.5 ~~the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a~~

member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or

~~5.1.55.1.6~~ the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity to terminate membership. A resolution to remove a member may only be passed if:

- (a) the member has been given at least twenty-one clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member ~~or, at the option of the member, the member's representative (who need not be a member of the Charity)~~ has been allowed to make representations to the meeting, whether in person or in writing.

~~5.2~~ ~~Upon termination of membership, the member will pay the Charity all money owing to it or for which they may become liable under the Charity's Articles of Association.~~

6. Board of Trustees

6.1 The Board are both company directors and charity trustees and must act in accordance with their duties and responsibilities. These duties include maintaining a strategic overview of the work of the organisation, its annual work programme and are accountable to the Company members

Further to the Articles of Association, the Board is responsible for all the Charity governance, regulatory and accountable functions, including financial and legal matters, and may establish standing committees with delegated authority to carry out specific and detailed work on its behalf.

6.2 The Company Board is responsible for the appointment of the Chief Executive. The Chief Executive of the Charity (or his or her nominee) may be the Company Secretary, as the salaried member of staff responsible to the Company Board.

6.3 Whilst delegating the detailed consideration of policies and work programmes to standing committees, of which the designated Company Board members can be ex-officio members, the Company Board can call in any matter for their determination.

6.4 The President

6.4.1 All officers are expected to contribute to the policy formation and leadership of the organisation and the promotion of its interests.

6.4.2 The President of the Charity will be an ex-officio member of the Company Board and will undertake the chairing of the Annual General Meeting. The President shall have the right to attend all standing committee meetings, but does not have voting rights, save for being a bonafide member of any committee.

6.4.3 Other duties may be undertaken according to the interests of the President and as agreed by the Company Board.

6.5 The Chair of the Board

6.5.1 All officers are expected to contribute to the policy formation and leadership of the organisation and the promotion of its interests.

6.5.2 The Chair of the Board is expected to have:

- experience of a leadership role held externally;
- effective chairing of Board meetings skills;
- a commitment to learning and work and to the vision and mission of the organisation.

6.5.3 Other duties may be undertaken according to the interests of the Chair of the Board and as agreed by the Company Board.

6.6 The Treasurer

6.6.1 All officers are expected to contribute to the policy formation and leadership of the organisation and the promotion of its interests. The specific responsibilities of the Treasurer are to oversee and secure the financial and managerial health of the organisation.

6.6.2 The Treasurer is expected to have:

- experience of managing a significant budget. The National Learning and Work Institute has a current turnover of £6 million;
- experience of financial, personnel and property management;
- experience of organisational governance, and especially of chairing formal committees.

6.6.3 The Treasurer is expected to:

- oversee and secure the financial and managerial health of the organisation;
- oversee the management of the organisation's personnel and accommodation strategies;
- contribute to wider National Learning and Work Institute strategy and policy formulation, especially in relation to the above.

6.7 Chair of Audit Committee

6.7.1 All officers are expected to contribute to the policy formation and leadership of the organisation and the promotion of its interests. The specific responsibilities of the Chair of the Audit Committee are to ensure compliance with any legal requirements and advise the Company Board on the mitigation of risks.

6.7.2 The Chair of the Audit Committee is expected to have:

- experience of audit and risk management;

- strong financial literacy skills;
- experience of board or committee work,
- experience of organisational governance, and especially of chairing formal committees.

6.7.3 The Chair of Audit is expected to:

- have excellent working knowledge of an Audit Committee's function and risk management framework;
- ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
- ensure an open and frank relationship between the Committee and the internal and external auditors;
- ensure the independence of the external auditor from Management.

7. Proceedings of Board Meetings

- 7.1 The Board may appoint and remove from their number a Chair at any time. For the avoidance of doubt, removal or resignation of the position of Chair does not constitute removal of trusteeship under the Articles of Association.
- 7.2 Any Director may call a meeting of the Company Board.
- 7.3 The Secretary must call a meeting of the Company Board if requested to do so by a Director.
- 7.4 If the person appointed to chair meetings is unwilling to preside or is not present within ten minutes of the start of the meeting, the Directors present may appoint one of their number to chair that meeting.
- 7.5 In cases where urgent decisions or action affecting the Company Board are needed, a Chair's actions may be used. Depending on the importance of the matter concerned, the Chair will consult with other Company Board members or members of the appropriate committees and call a full Company Board meeting, or an Extraordinary General Meeting as appropriate.
- 7.6 A report on any Chair's action taken will be presented at the next Committee meeting.

8. Committee and Consultative Structures

- 8.1 There shall be three permanent standing committees:
- 8.1.1 Audit;
 - 8.1.2 Search; and
 - 8.1.3 Remuneration.

8.2 The Board may establish other committees and consultative structures as necessary and expedient to consult with members. The Terms of Reference of each will be agreed by the Board.

8.3 The Board is wholly committed to progress work issues with as wide a range of consultation and involvement of members as possible. Additional committees and consultative structures will be created by the Board by a range of means, including but not limited to, meetings, conferences, published materials, surveys and written or electronic communications, to involve practitioners at a distance.

9. Audit Committee: Terms of Reference and Membership

9.1 The Audit Committee is responsible for ensuring appropriate procedures are in place to mitigate risk within the organisation. The function of audit is essentially to review, monitor and assure adherence to the law, to standards and to company policy and to identify where systems are not operating correctly, with recommendations for improvement.

9.2 Membership

- three members of the Company Board, one of whom is elected Chair by members of the Board;
- three external representatives.

The Chair will be elected by the Company Board from amongst its membership.

9.3 The Audit Committee is responsible to the Company Board for:

- approval of an annual audit plan which includes an assessment of key areas of risk in the organisation and specifies key areas to be tested;
- ensuring that all appropriate financial and other controls are in place;
- approving the Accounting Procedures Manual and receiving recommendations from the Assistant Director, Finance and Resources, for updates due to changes in the circumstances of the National Learning and Work Institute;
- reviewing and ensuring that action is taken following any reports produced by the internal and external auditors, in particular the annual management letter;
- reviewing the performance of the internal and external auditors in terms of quality and value for money and recommending the annual appointment of external auditors to the Board;
- appointment of staff or external consultants to provide the audit services;
- reporting regularly to the Board on the adequacy of controls in place, with immediate reporting in the event of serious weaknesses in control being identified.

10. Search Committee: Terms of Reference and Membership

10.1 The National Learning and Work Institute's Search Committee's purpose is to:

- undertake searches and to seek applications, shortlist and select suitable candidates for vacancies on the Company Board; at the request of the Company Board;
 - ascertain the candidates' willingness to accept the nomination;
 - propose Board and Committee membership to the Board for recommendation to the Annual General Meeting; and wherever necessary, through ordinary resolution in writing;
 - support regular reviews of the personal contribution of each Company Board member and the overall effectiveness of the Board; and,
 - seek to address equality and diversity in its recommendations for membership to the Board.
- 10.2 The Search Committee's procedures shall be open and transparent, and it may seek wider consultation as appropriate, including open advertisements.
- 10.3 The Search Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the search process and to verify that the selection process is independent and free from any form of patronage.
- 10.4 In seeking candidates for vacancies on the Company Board, the Search Committee is required to consider the role of the Company Board and seek members who, collectively, can:
- set the strategic vision for the National Learning and Work Institute;
 - hold the Executive to account;
 - ensure that the National Learning and Work Institute fulfils its charitable object and mission;
 - ensure the maintenance and stability of the organisation;
 - offer higher level critical insight, forward thinking, challenge, guidance and support to the organisation;
 - offer professional and technical expertise and experience;
 - represent the organisation when required, and would be credible to national, regional and local partners across the learning and employment sectors and wider civil society;
 - commit the necessary time required to attending Company Board meetings and Away Days.
- 10.5 The Search Committee membership consists of the President, the Chair of the Company Board, the Treasurer and one further member of the Board.
- 11. Remuneration Committee: Terms of Reference and Membership**
- 11.1 The Remuneration Committee meets twice a year. Its purpose is to:
- consider a cost of living award and make a recommendation to the March meeting of the Board;
 - review the financial performance of the organisation and consider recommending a further pay rise to the July Board meeting;
 - review current pay bands within the organisation, testing these against the external market, and recommending adjustment where necessary to the July Board meeting;

- review the outcome of the organisation's annual Equality and Pay Audit, consider trends and make appropriate recommendations to the July Board meeting.

11.2 The Remuneration Committee membership consists of the President, the Chair of the Company Board, the Treasurer and one further member of the Board.

12. Role of the Chief Executive of the Charity

12.1 The Chief Executive is appointed by the Company Board, which is responsible for all the arrangements relating to this appointment.

12.2 The Chief Executive may be the Company Secretary and lead officer to all standing committees and sub-committees of the Company Board.

12.3 It is the responsibility of the Chief Executive to carry forward the agreed policies and work programmes of the Charity and to ensure continuity of action and policy between meetings of the governing bodies.

12.4 The Chief Executive is the accounting officer of the Charity and is responsible for the establishment and supervision of suitable systems of financial and resource management and control in respect of all its activities.

Signed: Signed:

Printed: Maggie Galliers Printed: Nick Stuart

Position: Chair of the Board Position: President

Date: ~~1st January 2016~~ Date: ~~1st January 2016~~

Annex B: Proposed changes to Learning & Work Institute articles of association

The Companies Acts 1985 and 2006

Charitable Company Limited by Guarantee

Articles of Association

of

the National Learning and Work Institute

Company Number: 2603322

Charity Number: 1002775

Incorporated: 19 April 1991

Articles of Association adopted by Special Resolution passed:

1 November 2017, _____ 2018

The Companies Acts 1985 and 2006

Company Limited by Guarantee

Articles of Association

of

National Learning and Work Institute (*England and Wales*)

1. Name of Charity & Defined terms

- 1.1 The name of the charity is the *National Learning and Work Institute (England and Wales)*, called in this document "the charity".
- 1.2 In these Articles of Association, unless the context requires otherwise:
- 1.2.1 "**Act**" the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
- 1.2.2 "**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity;
- 1.2.3 "**the charity**" means the company intended to be regulated by these Articles of Association;
- 1.2.4 "**Charities Act**" means the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
- 1.2.5 "**clear days**" in relation to the period of a notice means the period excluding:
- (a) the day when the notice is given or deemed to be given; and
 - (b) the day for which it is given or on which it is to take effect;
- 1.2.6 "**the Commission**" means the Charity Commission for England and Wales;
- 1.2.7 "**officers**" includes the Directors and the Company Secretary;
- 1.2.8 "**the seal**" means the common seal of the charity;
- 1.2.9 "**secretary**" means a secretary of the charity or any other person appointed to perform the duties of the Company Secretary of the charity; including a joint, assistant or deputy secretary;
- 1.2.10 "**the Directors**" means the Directors of the charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

- 1.2.11 **“the United Kingdom”** means Great Britain and Northern Ireland;
- 1.2.12 **“in Writing”** means written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).
- 1.2.13 **“electronic form”** has the meaning give in section 1168 of the Companies Act 2006;
- 1.3 Words in the singular form include the plural and vice versa.
- 1.4 The words “person” or “people” include corporations and unincorporated associations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Articles.
- 1.7 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.
- 1.8 Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as the 1985 Act or the 2006 Act but excluding any statutory modification not in force when this Articles of Association becomes binding on the charity.
- 1.9 Apart from the exemption 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.
- 2. Registered office**
- 2.1 The registered office of the Company will be situated in England.
- 3. Objects**
- 3.1 The Company is established for the advancement of all forms of adult education, and the relief and prevention of unemployment and poverty.
- 4. Powers**
- 4.1 The Charity has the following powers which may be used only to promote the Objects:-
- 4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity but in exercise of this power the Charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;
- 4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as

- appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
 - 4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;
 - 4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
 - 4.1.7 to give or receive guarantees or indemnities;
 - 4.1.8 to promote or undertake study or research and disseminate the results of such research;
 - 4.1.9 to produce, print and publish anything in any media;
 - 4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
 - 4.1.11 to make social investments in pursuance of the Objects by any means;
 - 4.1.12 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
 - 4.1.13 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
 - 4.1.14 to undertake any charitable trust;
 - 4.1.15 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
 - 4.1.16 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
 - 4.1.17 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;

- 4.1.18 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.19 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.20 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.21 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.22 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.23 to insure any risks arising from the Charity's activities;
- 4.1.24 (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
 - (ii) (any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
 - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
- (b) Subject to clause 4.1.24(d) below, any insurance in the case of 4.1.24(a)(i) or 4.1.24(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
 - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him or her; and
 - (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he or she knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he or she did not care whether it was in the best interests of the Charity or not.

- (c) Subject to clause 4.1.24(d) below any insurance in the case of 4.1.24(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his or her 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; and
- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.1.27 to do anything else within the law which helps promote the Objects.

5. Application of income and property

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may 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 except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after

complying with any requirements of the Act and the Charities Act, PROVIDED this shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

6. Allowed Payments

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any goods or services supplied to the Charity;

Payments for services and goods connected to those services

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his or her capacity as a Trustee) and for goods that are supplied in connection with the provision of those services, PROVIDED THAT:-

- (a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;
- (b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
- (c) such Trustee shall not vote on any resolutions relating to his or her engagement by the Charity or a subsidiary (as defined in the Act) of the Charity;
- (d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity; and
- (e) the Trustees are satisfied it is in the best interests of the Charity for the services to be provided by that Trustee to the Charity or on behalf of the Charity for the remuneration or maximum remuneration agreed.

Payments for goods not supplied in connection with services

6.1.3 reasonable and proper payment for goods supplied by a Trustee that are not supplied in connection with services actually rendered to the Charity or a subsidiary of the Charity PROVIDED THAT:-

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the relevant Trustee and the Charity under which that Trustee is to supply the goods to or on behalf of the Charity;
- (b) the amount or maximum amount does not exceed what is reasonable in the circumstances for the supply of goods in question;
- (c) the other Trustees are satisfied it is in the best interests of the Charity to contract with that Trustee rather than with someone else

who is not a Trustee. In reaching such a decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so;

- (d) the relevant Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into such a contract with that Trustee;
 - (e) the relevant Trustee does not vote on any such matter and is not counted in the quorum for that decision; and
 - (f) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised in Articles 6.1.2, 6.1.3, 6.1.4, 6.1.7, 6.1.10, or 6.1.11.
- 6.1.4 reasonable interest on the money lent by any Trustee;
- 6.1.5 reasonable out-of-pocket expenses to any Trustee;
- 6.1.6 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;
- 6.1.7 reasonable and proper rent of premises demised or let by any Trustee;
- 6.1.8 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to Article 4 above; and
- 6.1.9 any payment to a Trustee under the indemnity provisions in the Articles of Association.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent of the issued capital.

7. Liability of members

- 7.1 The liability of each member is limited to £1.00.

8. Contribution to assets of the Company

- 8.1 Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being 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 debts and liabilities of the Company contracted before he/she ceased to be a member for:

- 8.1.1 payment of the company's debts and liabilities contracted before he or she ceases to be a member;
- 8.1.2 payment of the costs, charges and expenses of winding up, and
- 8.1.3 adjustment of the rights of the contributories among themselves.

9. Surplus assets

- 9.1 If on the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having aims and objectives similar to the aim and objectives of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of Article 6 such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable objective.

10. Membership

- 10.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.

- 10.2 Membership is open to :-

~~Any individuals~~ aged 18 or over whom the Board decides to admit to membership, subject to such person also being admitted as a Trustee ('Individual Member'); and

~~10.2.1 Any organisations whether incorporated or unincorporated or national, local or other public bodies, which the Board decides to admit to membership ('Corporate Member');~~

- 10.3 The Trustees may determine criteria and other procedures relating to membership as may be set out in Rules.

- 10.4 Membership is not transferable to anyone else.

- 10.5 Subject to the provisions of the Articles of Association and Rules, every member is entitled to all the rights, benefits and privileges of a member and is subject to all the duties of a member of the Charity. The rights attached to a class of membership may only be varied in accordance with the Act.

~~10.6 A Corporate Member must, if asked, give a copy of its constitution to the Charity.~~

~~10.7 Each Corporate Member has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that Corporate Member can cancel the appointment of its representative and appoint another instead. The Corporate Member must confirm the name of its representative at the Charity's request. The representative has the right to attend, vote and speak at general meetings of the~~

~~Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.~~

~~10.8 Corporate Members stop being members in the same way as Individual Members stop being members.~~

~~10.9 The Board may delegate the power to admit members.~~

~~10.10~~10.6 The Board may establish classes of associate membership and / or quasi membership and / or supporters with such description and with such rights and obligations ~~(including without limitation the obligation to pay a subscription)~~ as the Board thinks fit, and may admit and remove such ~~associate members~~categories of persons in accordance with Rules made by the Board, provided that ~~an associate member~~no such person shall ~~not~~ be a member of the Charity for the purposes of the Articles or the Act.

11. Register of Members

11.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

11.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

~~12. Subscriptions~~

~~12.1 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members.~~

~~13.12. Termination of Membership~~

~~13.12.1~~ Details relating to the termination of membership are given in the Rules.

~~14.13. Annual General Meetings~~

~~14.13.1~~ The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

~~14.213.2~~ Not more than 15 months may pass between one annual general meeting and the next.

~~15.14. Other General Meetings~~

~~15.14.1~~ All general meetings except annual general meetings are called general meetings.

16-15. Calling of Other General Meetings

16-115.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the members of the Charity request it in accordance with the Act.

17-16. Notice of General Meetings

17-116.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 45). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.

17-216.2 At an annual general meeting the business usually conducted will be the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last annual general meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors.

17-316.3 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

18-17. Quorum for General Meetings

18-417.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 3 members⁵, who must be present in person or by proxy.

19-18. Chair of a General Meeting

19-418.1 The President should normally preside as Chair at every general meeting of the Charity. If there is no President, or if he or she is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the Chair of the meeting and in default the members at the meeting shall select a Chair.

20-19. Adjournment of a General Meeting

20-419.1 The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

20-219.2 If the general meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If the general meeting is called in any other way, the meeting may be adjourned and reconvened to another day, time and place.

20-319.3 The Directors must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the reconvened meeting.

20.419.4 No business may be transacted at any reconvened meeting except business left unfinished at the general meeting from which the adjournment took place.

20.519.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

20.619.6 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that reconvened meeting and this provision overrides the quorum provisions set out at article 18.1.

21.20. Voting on Resolutions

21.420.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared).

21.220.2 A poll may be demanded by the Chair of the meeting or ~~by any corporate member which has the right to vote at the general meeting, or~~ by at least two individual members ~~or two honorary life members~~ who have the right to vote at the general meeting, save that no poll may be demanded on the election of a Chair of a meeting or on any question of adjournment. Members may vote by proxy.

21.320.3 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.

22.21. Proxies

22.421.1 A person holding a proxy may vote on any resolution.

22.221.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day) .

22.321.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

22.421.4 A proxy in the following or similar form will be acceptable:

"I ~~[[insert name]/[insert name of representative] of [insert name Corporate Member]]~~

of

a member of the National Learning and Work Institute (England and Wales)

hereby appoint the Chair of the Charity or if he or she is not present the Chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ ."

*If you do not wish to appoint the Chair or the Chair of the meeting, please delete the reference to the Chair/Chair of the meeting and insert the name and address of your appointee in the space that follows.

~~22.5~~21.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

~~23.22.~~ **Declaration of Chair is final**

~~23.1~~22.1 Unless a poll is demanded, the Chair of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

~~23.2~~22.2 The demand for a poll may be withdrawn.

~~24.23.~~ **When a poll is taken**

~~24.1~~23.1 Polls will be taken whenever the provisions of article ~~20~~4.2 apply. Business which is not the subject of a poll may be dealt with before, during or after the poll.

~~24.2~~23.2 The Chair of the meeting will decide how a poll will be taken.

~~24.3~~23.3 If the poll is not taken immediately, at least seven clear days' notice will be given specifying the time and place at which the poll is to be taken.

~~24.4~~23.4 The result of a poll will be treated as a resolution of the meeting.

~~25.24.~~ **Attendance, Voting & Speaking**

~~25.1~~24.1 Every member including the Chair of the meeting (if he or she is a member) has one vote at general meetings where the vote is taken on a show of hands.

~~25.2~~24.2 In any election conducted by the Charity in General Meeting each member has one vote;

~~25.2.1~~ each full fee-paying Corporate Member representative has fifteen votes;

~~25.2.2 each Corporate Members paying the 50% reduced rate have ten votes; and~~

~~25.2.3 each Corporate Member paying the 25% rate have five votes.~~

~~25.2.4 each individual member has one vote.~~

~~25.3~~24.3 On a poll, each member has one vote. ~~members have the following number of votes:~~

~~25.3.1 each full fee paying Corporate Member shall have 15 votes;~~

~~25.3.2 each Corporate Member paying 50% of full fees shall have 10 votes;~~

~~25.3.3 each Corporate Member paying 25% of full fees shall have 5 votes; and~~

~~25.3.4 every Individual Member and every Honorary Life Member shall each have one vote.~~

~~25.4 No member shall be entitled to vote at any general meeting unless all money owing by him or her to the Charity has been paid.~~

~~25.5~~24.4 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 is final.

~~25.6 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.~~

~~25.7 The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.~~

~~25.8 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked.~~

~~25.9 The Charity is not required to consider whether the nominee has been properly appointed by the organisation.~~

~~25.10~~24.5 The Chair of the meeting does not have a casting vote at general meetings.

~~25.11~~24.6 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him or her as auditor or reporting accountant.

~~25.12~~24.7 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his or her capacity as a member.

~~26.~~25. **Written Agreement to Resolution**

~~26.1~~25.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

~~26.1.1~~25.1.1 it must be in Writing;

~~26.1.2~~25.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

~~26.1.3~~25.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

~~26.1.4~~25.1.4 it may consist of two or more documents in identical form Signed by members; and

~~26.1.5~~25.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

~~26.2~~25.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

~~26.3~~25.3 A written resolution passed in accordance with this Article 26 has effect as if passed by the Charity in general meeting.

27.26. Make Up of the Board

~~27.1~~26.1 The Board of Trustees consists of:-

~~27.1.1~~26.1.1 President;

~~27.1.2~~26.1.2 Treasurer;

~~27.1.3~~26.1.3 Chair of Audit;

all of whom must be members; and

~~27.1.4~~26.1.4 up to nine members.

~~27.2~~26.2 No person under the age of 18 may be appointed as a Trustee.

~~27.3~~26.3 Subject to article ~~26~~27.4, positions on the Board shall be elected by the members of the Charity by ordinary resolution, usually at an Annual General Meeting. The role of the Search Committee is set out in the Rules.

~~27.4~~26.4 Where any casual vacancies arise at any time for whatever reason, the Board may appoint any member willing to act. Any person appointed under this article 27.4 will hold office until the next Annual General Meeting and such time in office shall not count for the purposes of calculating years in office under article 28.

28.27. Terms in Office & Retirement

~~28.1~~27.1 At the third annual general meeting after their last election a Trustee shall retire but shall be eligible for re-election, provided that:

~~28.1.1~~27.1.1 a Trustee may not serve in the same Board position (being President, Treasurer and Chair of Audit) for more than nine years in total.

For the purposes of this Article 278 a “year” shall mean a complete period of service between two annual general meetings.

29.28. Ending of Board Membership

~~29.4~~28.1 A Trustee ceases to hold office if he:-

~~29.1.1~~28.1.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

~~29.1.2~~28.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011; or

~~29.1.3~~28.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his or her own affairs and a majority of the other Trustees resolve that he or she must cease to hold office; or

~~29.1.4~~28.1.4 resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or

~~29.1.5~~28.1.5 is absent from 3 consecutive meetings of the Trustees and it is resolved by a majority of the Trustees at that third meeting to remove him or her; or

~~29.1.6~~28.1.6 is removed from office under Article ~~30~~29; or

~~29.1.7~~28.1.7 is removed from membership ~~(including if a Trustee is a representative of a Corporate Member that is removed from membership);~~ or

~~29.1.8~~28.1.8 is a Trustee ~~appointed by the Board and is removed by the~~ ceases for any reason to be a Trustee ~~Board~~; or

~~29.1.9~~28.1.9 is removed from office by a resolution of at least a majority of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

~~29.1.10~~28.1.10 dies.

30.29. Removal of a Trustee by a General Meeting

~~30.4~~29.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his or her period of office at that meeting, in accordance with the procedure set out in the Act.

31.30. Management by the Board

~~31.4~~30.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

32.31. The Keeping of Minutes

32.431.1 The Board must have a record of minutes:-

32.4.131.1.1 of all appointments of officers by the Board;

32.4.231.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and

32.4.331.1.3 of all resolutions and proceedings at all meetings of:

- (a) the members;
- (b) the Board; and
- (c) committees of the Board.

33.32. Meetings of the Board

33.432.1 The Board may meet, adjourn and run its meetings as it wishes and which may be set out in Rules, subject to the rest of these Articles.

33.232.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

33.332.3 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of three and where one third does not produce a whole number the quorum shall be the next higher/lower whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he or she is not entitled to vote. This is subject to Article 36.

33.432.4 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or for the calling of a general meeting.

33.532.5 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

34.33. Delegation by the Board & Committees

34.133.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any Rules.

34.233.2 Details of Committees may but are not required to be set out in Rules.

34.333.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

35.34. Indemnity of Trustees

35.434.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity

shall indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

~~35.1.1~~34.1.1 for any liability incurred by him or her to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

~~35.1.2~~34.1.2 for any fine imposed in criminal proceedings;

~~35.1.3~~34.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

~~35.1.4~~34.1.4 for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;

~~35.1.5~~34.1.5 for any liability which he or she has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him or her; and

~~35.1.6~~34.1.6 for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him or her relief and such refusal has become final.

~~35.2~~34.2 To the extent permitted by law from time to time, the Charity shall provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him or her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Trustee or officer, provided that he or she will be obliged to repay such amounts no later than:

~~35.2.1~~34.2.1 if he or she is convicted in proceedings, the date when the conviction becomes final; or

~~35.2.2~~34.2.2 if judgment is given against him or her in proceedings, the date when the judgment becomes final; or

~~35.2.3~~34.2.3 if the court refuses to grant him or her relief on any application under the Act, the date when refusal becomes final.

~~36.35.~~ **Conflicts of Interest**

~~36.4~~35.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

~~36.2~~35.2 Where the duty of a Trustee to avoid a situation in which he or she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

~~36.2.1~~35.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

~~36.2.2~~35.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 36.3 and 36.4; and

~~36.2.3~~35.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 36.3 and 36.4.

~~36.3~~35.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 36.2 and the manner of dealing with the conflict, provided that:

~~36.3.1~~35.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

~~36.3.2~~35.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

~~36.4~~35.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 36.3.1 and 36.3.2 above.

~~36.5~~35.5 The duty to deal with conflicts referred to in Article 36.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.

~~36.6~~35.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

~~36.7~~35.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

~~36.8~~35.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

~~37.36.~~ **Honorary Officer**

~~37.1~~36.1 The Board may appoint or remove any persons for such terms as they think fit as a Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

38-37. Actions of Trustees and Company Secretary

38-137.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

39-38. The Seal

39-138.1 If the Charity shall decide to use a company seal the Board must provide safe custody of the Seal.

39-238.2 The Seal may only be used as the authority of the Board or of a committee authorised by the Board to use it.

39-338.3 Everything to which the Seal is affixed must be signed by two persons authorised by the Board. Where the Board has not authorised any such persons it must be:-

39-3-138.3.1 signed by a Trustee and countersigned by the Company Secretary or by a second Trustee; or

39-3-238.3.2 signed by a Trustee and witnessed by an independent third party.

40-39. Proper Accounts must be Kept

40-139.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

41-40. Books must be Kept at the Office

41-140.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

42-41. Inspection of Books

42-141.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

43-42. Accounts and Returns

43-142.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

43-242.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

43-342.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

43-3-142.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

~~43.3.2~~42.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

~~43.3.3~~42.3.3 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

~~43.4~~42.4 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

~~44.43.~~ Appointment of Reporting Accountants or Auditors

~~44.1~~43.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

~~45.44.~~ Service of Notices

~~45.1~~44.1 The Charity may give notices, accounts or other documents to any member either :

~~45.1.1~~44.1.1 personally; or

~~45.1.2~~44.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

~~45.1.3~~44.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

~~45.1.4~~44.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

~~45.1.5~~44.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he or she has given the Charity for that purpose or in accordance with Article 45.1.1, 45.1.3, 45.1.4 or 45.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose shall not be entitled to receive any notice, accounts or other documents served by the Charity, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

45.244.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.

45.344.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.

45.444.4 Where a member has informed the Charity in Writing of his or consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him or her that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

46.45. Accidental Omission of Notice

46.145.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

47.46. Rules

47.146.1 The Board may make such rules, regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

Signed:	Signed:
Printed: Nick Stuart	Printed: Arvind Michael Kapur
Position: President	Position: Treasurer
Date: 1st November 2017	Date: 1st November 2017