

THE ASSOCIATION OF CHARITABLE ORGANISATIONS

A CHARITABLE COMPANY

(Companies Acts, Company limited by guarantee)

ARTICLES OF ASSOCIATION

(as amended by resolution dated 21 September 2021)

1. Name

Hereafter the Association of Charitable Organisations shall be referred to as the “Charity”.

2. Membership

2.1 The Charity shall maintain a register of members.

2.2 Membership of the Charity is open to any organisation interested in promoting the objects which:

- (1) applies to the Charity in the form required by the Trustees;
- (2) is approved by the Trustees;
- (3) instructs its authorised representative to sign the Register of Members on its behalf; and
- (4) pays the annual subscription.

2.3 The Trustees may establish different categories of membership, prescribe their respective privileges and duties and set the amounts of any subscriptions. In general there shall be three main categories which shall be:

- Charity members (organisations which are registered charities at the Charity’s formal meetings)
- Corporate members (for-profit organisations which do not have voting rights) and
- Associate members (non-profit organisations who provide paid for services to Charity members which do not have voting rights)

2.4 Membership is terminated if the member concerned:

- (1) gives written notice of resignation to the Charity;
- (2) is an organisation which ceases to exist;
- (3) is more than six months in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
- (4) is removed from membership by resolution of the Trustees on the grounds that in their reasonable opinion the member’s continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the authorised representative in writing and considering the matter in the light of any written representations which the authorised representative concerned puts forward within 28 clear days after receiving notice.

2.5 Membership of the Charity is not transferable.

3. General Meetings

3.1 All members are entitled to attend general meetings by sending an authorised representative but only Charity members may vote in person or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

3.2 There is a quorum at a general meeting if the number of authorised representatives of Charity members present in person or by proxy is at least 10.

3.3 The Chair or (if the Chair is unable or unwilling to do so) some other trustee shall preside at a general meeting.

3.4 Except where otherwise provided by the Companies Act, every issue is decided by a majority of the votes cast by the Charity member representatives.

3.5 Except for the Chair of the meeting, who has a [second and] casting vote, every Charity member present in person through an authorised representative or by proxy has one vote on each issue.

3.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

3.7 The Charity shall hold an AGM in every year which all authorised representatives are entitled to attend (and not more than 15 months after the preceding AGM). The first AGM must be held within 18 months after the Charity's incorporation. In addition, all members may send other additional representatives who shall not have voting rights.

3.8 At an AGM the authorised representatives:

- (1) receive the accounts of the Charity for the previous financial year;
- (2) receive the Trustees' report on the Charity's activities since the previous AGM;
- (3) accept the retirement of those Trustees who wish to retire or have come to the end of their current term of office as outlined in 4.3 and 4.4 below;
- (4) elect Trustees to fill the vacancies arising;
- (5) appoint an Independent Examiner for the Charity;
- (6) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity; and
- (7) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

3.9 Any General Meeting which is not an AGM is a GM.

3.10 A GM may be called at any time by the Trustees and must be called within 28 clear days on a written request from the authorised representatives of at least 10 Charity members.

4. The Trustees

4.1 The Trustees as charity trustees have control of the Charity and its property and funds.

4.2 There shall be at least five and not more than 15 Trustees of whom, on appointment, at least two thirds must be nominated representatives of Charity members. Where this calculation is not a whole number, the next whole lower number will be adopted.

4.3 Each Trustee who is elected at an Annual General Meeting shall retire from office at the third Annual General Meeting following his or her appointment or reappointment.

4.4 A retiring Trustee may not be re-elected after serving two consecutive terms of office until three years from the date of his/her second retirement.

4.5 The subscribers to the Memorandum are the first Trustees.

4.6 No person other than a retiring Trustee shall be appointed a Trustee at any General Meeting unless he or she is recommended by the Trustees following an interview process.

4.7 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a trustee of the Charity before he or she may vote at any meeting of the Trustees.

4.8 A Trustee's term of office automatically terminates if he or she:

(1) is disqualified under the Charities Act from acting as a charity trustee;

(2) is incapable, whether mentally or physically, of managing his or her own affairs;

(3) is absent without notice from 2 consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;

(4) is the nominated representative of a charity which ceases to be a member (but such a person may be reinstated by a resolution passed by all the other Trustees if the charity resumes membership of the Charity before the next AGM);

(5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);

(6) is removed by resolution of the trustees present and voting at a Trustee meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

4.9 The Trustees may at any time co-opt any individual who is qualified to be appointed as a Trustee to fill a vacancy in their number but a co-opted Trustee shall hold office only until the next AGM.

4.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Trustees' proceedings

5.1 The Trustees must hold at least 2 meetings each year.

5.2 A quorum at a meeting of the Trustees is five Trustees.

5.3 A meeting of the Trustees may be held either in person or by suitable electronic means (including video or telephone conference) agreed by the Trustees in which participants may communicate with the other participants.

5.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

5.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

5.6 Except for the Chair of the meeting, who has a second and casting vote, every Trustee has one vote on each issue.

5.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

6. Trustees' powers

The Trustees have the following powers in the administration of the Charity:

6.1 To appoint (and remove) any person (who may be a Trustee or an employee) to act as Secretary.

6.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees.

6.3 To appoint anyone from their number to serve as Chair of the Trustees for a period of no more than three years.

6.4 To appoint anyone from their number to serve as Treasurer, Vice Chair and any other positions, including Chair of a committee set up under 6.2 above.

6.5 To make standing orders, rules and regulations consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at General Meetings and to prescribe a form of proxy, proceedings of committees and to govern the administration of the Charity and the use of its Seal (if any).

6.6 To establish procedures to assist the resolution of disputes or differences within the Charity.

6.7 To exercise any powers of the Charity which are not reserved to a General Meeting.

7. Records and Accounts

7.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of the necessary documents.

7.2 The Trustees must keep proper records of:

- (1) all proceedings at General Meetings;
- (2) all proceedings at meetings of the Trustees;
- (3) all reports of committees; and
- (4) all professional advice obtained.

7.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by any members who are not Trustees if the Trustees so decide.

7.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member.

8. Notices

8.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or posted on the Charity's website.

8.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received within five days of despatch:

8.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.