

Company No. 03174679

**PRIVATE COMPANY LIMITED BY GUARANTEE**

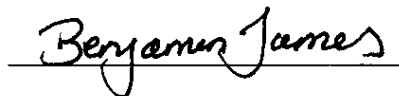
**St. Vincent de Paul Society (England and Wales)**

**("the Company")**

**EXTRACT AND CONFIRMATION OF RESOLUTION**

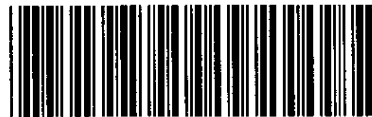
I hereby confirm that by a members' Special Resolution achieving a 75% majority on 2 August 2019:

THAT having the consent of International Confederation of the Society of St. Vincent de Paul, the Company shall adopt new Articles of Association in the form attached to this resolution from the date on which this resolution is approved in accordance with the provisions of the Companies Act 2006 (it being noted that there are no regulated changes requiring the consent of the Charity Commission to the adoption of the new Articles of Association).



**Benjamin James**  
**Solicitor**  
**12 August 2019**

THURSDAY



A14

\*A8CERAYY\*

22/08/2019

#178

COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**  
**of**  
**ST. VINCENT DE PAUL SOCIETY (ENGLAND AND WALES)**

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**Company Number: 03174679**

**Charity Number: 1053992**

**Date of Incorporation: 13 March 1996**

**Date of Adoption of these Articles: 2 August 2019**

**Ref: BDJ/STV0001/1/106689v4**

**25 Southampton Buildings**  
**London**  
**WC2A 1LA**

**Tel: 020 7769 6741**

**MD**  
**M<sup>c</sup>CARTHY DENNING**

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

- of -

**ST. VINCENT DE PAUL SOCIETY (ENGLAND AND WALES)**

**DEFINITIONS AND INTERPRETATION**

**1 Definitions and interpretation**

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

<b>Act</b>	means the Companies Act 2005 including any statutory modification or re-enactment thereof for the time being in force;
<b>Articles</b>	means these Articles of Association;
<b>Auxiliary Member</b>	means a person who has committed to support the Charity regularly, but has not been accepted as a Full Member who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members;
<b>Central Council</b>	shall have the meaning given to it under Article 29.1.3 below;
<b>Charities Act</b>	means the Charities Act 2011 including any statutory modification or re-enactment thereof for the time being in force;
<b>Charity</b>	means St. Vincent de Paul Society (England and Wales);
<b>Charity Commission</b>	means the Charity Commission for England and Wales;

<b>clear days</b>	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>Conference</b>	shall have the meaning given to it under Article 29.1.1 below;
<b>Connected Person</b>	any person falling within one of the following categories: <ul style="list-style-type: none"> <li>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or</li> <li>(b) the spouse or civil partner of any person in (a); or</li> <li>(c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such relationship as is mentioned at (a) or (b); or</li> <li>(d) any company, partnership or firm of which a Director is a paid director, member, partner or employee or shareholder holding more than 1% of the capital;</li> </ul>
<b>Continuing Directors</b>	means those Directors appointed mid-way through the term of the National President in accordance with Article 24.7 below;
<b>Director</b>	means a director of the Charity and includes any person occupying the position of director, by whatever name called. The Directors are charity trustees as defined in the Charities Act;
<b>District Council</b>	shall have the meaning given to it under Article 29.1.2 below;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>electronic form</b>	has the meaning given in section 1168 of the Act;
<b>Financial Expert</b>	means a person who is reasonably believed by the Directors to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments;

<b>Full Member</b>	means a person affiliated to a Conference who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members; a full member accepts the Vincentian ideal of attending Conference meetings and undertaking to attend such meetings as often as their personal and family commitments permit;
<b>Honorary Member</b>	means a minister of religion or member of a Society of Apostolic Life who attends meetings and participates in the work of the Charity who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members;
<b>Member</b>	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
<b>Memorandum</b>	means the memorandum of association of the Charity;
<b>Model Articles</b>	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);
<b>National Officers</b>	means the National President, the National Vice-President and the National Treasurer (if any);
<b>National President</b>	means the individual elected by the Voting Members to hold the office of National President in accordance with Article 24.1 below;
<b>National Treasurer</b>	means the Director appointed to chair the committee of the Board which is responsible for the finances of the Charity;
<b>National Vice-President</b>	means the individual appointed by the National President and confirmed by the National Council as a Voting-Member and Director of the Charity in the role of National Vice-President;
<b>Objects</b>	the objects of the Charity as set out in Article 4;
<b>Ordinary Resolution</b>	has the meaning given in section 282 of the Act;
<b>proxy notice</b>	has the meaning given in Article 17;

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|-----------------------------|--|
| <b>Retired Member</b>       | means any former Member who has retired from active membership and who is no longer directly involved with the work or related activities of the Charity, but who wishes to remain part of the Vincentian Family who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members;                                    |
| <b>Seal</b>                 | means the common seal of the Charity;  |
| <b>Secretary</b>            | means any person appointed to perform the duties of the secretary of the Charity;  |
| <b>Special Resolution</b>   | has the meaning given in section 283 of the Act;   |
| <b>Special Works Member</b> | means a person other than a Full Member, an Auxiliary Member or an Honorary Member, who has responsibilities in respect of the work of the Charity who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members;  |
| <b>United Kingdom</b>       | means the United Kingdom of Great Britain and Northern Ireland.  |
| <b>Voluntary Member</b>     | means a person other than a Special Works Member who volunteers in respect of the work of the Charity who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members who has met the requirements set out under a policy adopted in accordance with Article 40 below and been entered into the register of members; |
| <b>writing</b>              | means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.   |
- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The Model Articles shall not apply to the Charity.

## CHARITY DETAILS

### 2 Name

2.1 The name of the Charity is St. Vincent de Paul Society (England and Wales).

### 3 Registered office

3.1 The registered office of the Charity is to be situated in England and Wales.

## OBJECTS AND POWERS

### 4 Objects

4.1 As part of an international lay Christian organisation, Catholic in origin, character and traditions, which respects religious liberty and the value of all God's people, the objects of the Charity (the **Objects**) shall be:

4.1.1 The relief of poverty and sickness without differentiation on the ground of race, colour, creed, ideology or sex and in particular, but not so as to limit the generality of the foregoing, to bring spiritual and/or material solace to the sick or individuals who are in conditions of need, hardship or distress due to their social, economic or other circumstances.

4.1.2 The undertaking, in any part of the World, of such other object or objects which are exclusively charitable according to the law of England and Wales as the Charity in its discretion shall see fit.

### 5 Powers

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

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

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

5.1.3 to purchase or form trading companies or social enterprise organisations alone or jointly with others;

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

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

5.1.6 to erect, maintain, improve, or alter any buildings in which the Charity for the time being has an interest;

- 5.1.7 subject to such consents as may be required by law to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Charity;
- 5.1.8 subject to such consents as may be required by law to borrow or raise money and to give security for loans or grants;
- 5.1.9 to make grants or loans of money, to give guarantees and become or give security for the performance of contracts and to grant powers of attorney by way of security for the performance of obligations;
- 5.1.10 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.1.11 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the charitable purposes included in the Objects;
- 5.1.12 to acquire or merge with any other charity formed for any of the Objects;
- 5.1.13 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.1.14 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.1.15 to set aside funds for special purposes or as reserves against future expenditure in accordance with a written reserves policy;
- 5.1.16 to deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert and having regard to the suitability of investments and the need for diversification;
- 5.1.17 to delegate the management of investments to a Financial Expert but only on terms that:
  - 5.1.17.1 the investment policy is set down in writing for the Financial Expert by the Directors;
  - 5.1.17.2 make provision for appropriate and regular reporting obligations to the Directors or to a committee authorised by the Directors to receive such reports in respect of all transactions and a requirement for the prompt reporting of all transactions over a specified amount;
  - 5.1.17.3 the performance of the investments is reviewed regularly with the Directors;
  - 5.1.17.4 the Directors shall be entitled to cancel the delegation arrangement at any time;
  - 5.1.17.5 the investment policy and the delegation arrangement are reviewed at least once a year;



- 5.1.17.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
- 5.1.17.7 the Financial Expert must not do anything outside the powers of the Directors;
- 5.1.18 to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- 5.1.19 to insure and arrange insurance cover of every kind and nature in respect of the Charity, its property and assets and take out other insurance policies to protect the Charity, its employees, volunteers or members as required;
- 5.1.20 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Charity:
  - 5.1.20.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which he may be guilty in relation to the Charity but not extending to:
    - (a) any liability resulting from conduct which the Directors knew, or must reasonably be assumed to have known, was not in the interests of the Charity, or where the Directors did not care whether such conduct was in the best interests of the Charity or not;
    - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Directors;
    - (c) any liability to pay a fine or regulatory penalty.
  - 5.1.20.2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986 but not extending to any liability to make such a contribution where the basis of the Director's liability is his knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.1.21 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity provided that the Charity may only employ a Director to the extent permitted in Article 6 and subject to compliance with the conditions set out there;

- 5.1.22 subject to the provisions of Article 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Charity or their dependants;
- 5.1.23 to enter into contracts to provide services to or on behalf of other bodies;
- 5.1.24 to establish subsidiary companies to assist or act as agents for the Charity;
- 5.1.25 to publish or distribute information;
- 5.1.26 to form local branches and management boards;
- 5.1.27 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;
- 5.1.28 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.1.29 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;
- 5.1.30 to act as trustee of any trust;
- 5.1.31 to make any charitable donation either in cash or assets;
- 5.1.32 to obtain any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Charity;
- 5.1.33 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity as a company and as a charity;
- 5.1.34 to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so.

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

### **6 Application of income and property**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Charity may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Charity. This does not prevent a Member who is not also a Director of the Charity receiving:

- 6.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - 6.2.2 reasonable and proper remuneration for any goods or services rendered to the Charity;
  - 6.2.3 interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater;
  - 6.2.4 reasonable and proper rent for premises demised or let to the Charity;
  - 6.2.5 any premium in respect of insurance to cover any of the liabilities specified in Article 5.
- 6.3 A Member who is also a Director may only receive a benefit, directly or indirectly, in accordance with Article 6.4 below.
- 6.4 A Director or a Connected Person:
- 6.4.1 shall be entitled to be paid reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
  - 6.4.2 may receive an indemnity from the Charity in accordance with Article 39;
  - 6.4.3 may benefit from insurance cover, including indemnity insurance, purchased at the expense of the Charity in accordance with Article 5;
- subject thereto, and to Article 8, no Director or Connected Person may receive any payment or other material benefit, directly or indirectly, from the Charity unless:
- 6.4.4 the payment is expressly permitted in Article 6.5 below and the conditions set out in Article 6.4 are followed; or
  - 6.4.5 the Directors obtain the prior written approval of the Charity Commission.
- 6.5 A Director or a Connected Person may directly or indirectly:
- 6.5.1 receive a benefit in the capacity of a beneficiary of the Charity;
  - 6.5.2 enter into a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Director;
  - 6.5.3 receive fees, remuneration or other benefit or money's worth from the Charity under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to the Charity other than for acting as a Director;

- 6.5.4 receive interest on money lent to the Charity at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater;
  - 6.5.5 receive reasonable and proper rent for premises demised or let to the Charity.
- 6.6 A Director or a Connected Person may directly or indirectly:
- 6.6.1 receive a benefit from any Subsidiary Company in his capacity as a beneficiary of the Charity or of any Subsidiary Company;
  - 6.6.2 be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable out-of-pocket expenses properly incurred by him when acting on behalf of any Subsidiary Company;
  - 6.6.3 receive fees, remuneration or other benefit or money's worth from any Subsidiary Company under a contract for the supply of goods or services (including goods supplied in connection with the provision of such services) to any Subsidiary Company;
  - 6.6.4 receive interest on money lent to any Subsidiary Company at a reasonable and proper rate not exceeding either 2% per annum below the base lending rate prescribed for the time being by a clearing bank in London selected by the Directors or 3%, whichever is the greater;
  - 6.6.5 receive reasonable and proper rent for premises demised or let to any Subsidiary Company;
  - 6.6.6 receive an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company; and
  - 6.6.7 may benefit from insurance cover, including indemnity insurance, purchased at the expense of any Subsidiary Company.
- 6.7 The authority in Articles 6.4, 6.5, 6.6 above is subject to the following conditions being satisfied:
- 6.7.1 the remuneration or other sums paid to or for the benefit of the Director or a Connected Person do not exceed a maximum amount which is reasonable in all the circumstances;
  - 6.7.2 prior to any payment being made to the Director or a Connected Person or for the Director's or Connected Person's benefit (other than in their capacity as a beneficiary) an appropriate written contract is concluded between the Director (or relevant person) and the Charity containing the full details of his duties and obligations to the Charity, the maximum amount of remuneration payable to him and all other relevant terms and conditions and copies of all such contracts are retained by the Charity for inspection by any authorised person;

- 6.7.3 the other Directors are satisfied that it is in the interests of the Charity to contract with that Director (or relevant person) rather than with someone who is not a Director (or relevant person). In reaching that decision the Directors shall balance the advantage of contracting with the Director (or relevant person) against the disadvantages of doing so (including the loss of the Director's services as a result of dealing with the Director's conflict of interests);
- 6.7.4 a majority of the Directors then in office are not in receipt of such payments;
- 6.7.5 the provisions of Article 7 below are observed in relation to any discussions of the Directors concerning that Director's interest, his remuneration or any variation of his remuneration;

and, in this Article, where Article 6.5 applies in respect of a Director indirectly, a **relevant person** is a person (other than the Director) who proposes to enter into a contract with, lend money to or demise or let premises to the Charity under Articles 6.5.2, 6.5.4 or 6.5.5 as the case may be.

## **7 Conflicts of interests**

- 7.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Directors or a committee of the Directors or in any transaction or arrangement with the Charity (whether proposed or already entered into), the Director concerned shall:
  - 7.1.1 declare an interest at or before any discussion on the item;
  - 7.1.2 withdraw from any discussion on the item save to the extent that he is invited expressly to contribute information;
  - 7.1.3 not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
  - 7.1.4 withdraw during the vote and have no vote on the item.
- 7.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Directors, the Director concerned shall:
  - 7.2.1 as soon as possible declare an interest to all the other Directors;
  - 7.2.2 not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw their vote.
- 7.3 Articles 7.1.2 to 7.1.4 and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Director, which may but need not be 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, then, on the matter being proposed to the Directors, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

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

7.5.1 the unconflicted Directors consider it is in the interests of the Charity to do so in the circumstances applying;

7.5.2 the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and

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

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

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

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

and may impose conditions on the authorisation.

## **8 Charging article**

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

## **9 Limited liability of Members**

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

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

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

9.1.3 adjustment of the rights of the contributories among themselves.

## **10 Surplus assets**

- 10.1 If on the winding-up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatever of the Charity (the **Charity's surplus assets**), the same shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred in accordance with this Article.
- 10.2 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be transferred to Confédération Internationale de la Societé de Saint-Vincent de Paul whose office is at Conseil Général, 6 rue de Londres, 75009, Paris, France to be applied for exclusively charitable purposes according to the law of England and Wales.
- 10.3 If the Charity is a trustee of any trusts at the time it is wound up or dissolved, the Charity shall procure the appointment of a new trustee or trustees of those trusts in the place of the Charity.
- 10.4 Nothing in these Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.

## **MEMBERSHIP**

### **11 Members**

- 11.1 Membership of the Charity is divided into two categories:
- 11.1.1 Voting Members; and
  - 11.1.2 Non-voting Members.
- 11.2 The Voting Members shall be:
- 11.2.1 the National Officers;
  - 11.2.2 the duly elected president of each Central Council; and
  - 11.2.3 any other person appointed as a Voting Member by the Directors in accordance with these Articles.
- 11.3 The Voting Members shall be collectively referred to as the National Council.
- 11.4 The Directors may invite any individual Non-voting Member of the Charity to become a Voting Member if they:
- 11.4.1 have provided exemplary service to the Charity ;
  - 11.4.2 are interested in promoting the Objects;
  - 11.4.3 provides the information requested by the Directors in the form of an application set out under a rule adopted in accordance with Article 40 below; and

- 11.4.4 are approved by a 75% vote in favour of the appointment by all the Directors at the time the vote is undertaken.
- 11.5 The Non-voting Members of the Charity shall be:
- 11.5.1 the Full Members;
- 11.5.2 the Auxiliary Members;
- 11.5.3 the Honorary Members;
- 11.5.4 the Retired Members;
- 11.5.5 the Special Works Members; and
- 11.5.6 the Voluntary Members.
- 11.6 An application to become a Non-Voting Member may be approved or rejected by the Directors, a committee appointed to manage membership, a Central Council, a District Council or a Conference and no applicant shall be admitted to membership of the Charity unless they meet the criteria set out in, and their application for membership has been approved in accordance with, a policy adopted in accordance with Article 40 below.
- 11.7 The Directors may in the absolute discretion, decline an application for membership and any such decision shall be final and no reason shall be required to be appended to the decision.
- 11.8 The Directors may suspend membership of the Charity in accordance with any policy adopted in accordance with Article 40 below.
- 11.9 Membership is not transferable.
- 11.10 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

## **12 Classes of membership**

- 12.1 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

## **13 Termination of membership**

- 13.1 Membership is terminated if:
- 13.1.1 the Member dies or, if it is an organisation, ceases to exist;
- 13.1.2 if the Member becomes incapable of managing their affairs;
- 13.1.3 if the Member gives notice of retirement in accordance with any rules established by the Charity in accordance with Article 40 below provided that after such retirement the number of Members is not less than twenty;



- 13.1.4 any sum due from the Member to the Charity has been wholly or partly outstanding for at least two months and the Charity serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served. For the avoidance of doubt the Directors may in their absolute discretion delay in serving such notice for any period which they think fit;
- 13.1.5 if it is determined by the Charity that the application on which the Member was admitted contained or referred to information which was false or misleading and termination is recommended to the Directors providing that due notice is given to the said Member and that the Member has the opportunity to make representations to the Directors before the Directors make a decision;
- 13.1.6 the Member is removed from membership under the delegated authority of the Directors following a decision made under a member complaints policy adopted under Article 40 below, where the member has the right to appeal to the Directors and to the Confédération Internationale de la Societé de Saint-Vincent de Paul;
- 13.1.7 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. Such a resolution may only be passed if:
- 13.1.7.1 the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons for its proposal; and
  - 13.1.7.2 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Charity, has been permitted to make representations to the meeting;
- 13.1.8 in the case of:
- 13.1.8.1 a National Officer of the Charity, the Member ceases to hold a National Officer role;
  - 13.1.8.2 a Central Council President, the Member ceases to hold the role of Central Council President.
- 13.2 Where membership is terminated by the Charity, the Member shall have the right to appeal the termination of their membership to the Confédération Internationale de la Societé de Saint-Vincent de Paul in accordance with the International Statutes of that organisation. Where it would not be lawful for an individual to be a member of the Charity under the laws of England and Wales, membership may not be restored by the Confédération Internationale de la Societé de Saint-Vincent de Paul.

## MEETINGS OF MEMBERS

### 14 Annual General Meetings

- 14.1 The Charity shall each year hold a meeting of the National Council which shall be a general meeting of the Voting Members and shall be designated as its Annual General Meeting (**AGM**). This may be in addition to any other meetings of the National Council held in that year, and the Charity shall specify that the meeting is the AGM in the notices calling it.
- 14.2 Not more than fifteen months shall elapse between the date of one AGM of the Charity and that of the next.
- 14.3 The AGM shall be held at such time and place as the Directors shall appoint.
- 14.4 The Business to be transacted at an AGM shall include the consideration of the accounts, balance sheets and the reports of the Directors and auditors and the appointment of, and the fixing of the remuneration of, the auditors.
- 14.5 For the avoidance of doubt the Directors shall be entitled to attend the AGM.

### 15 General meetings

- 15.1 The Directors may call any other general meetings.
- 15.2 On the requisition of the Voting Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Voting Members representing at least 5% of the voting rights in the Charity may call a general meeting in accordance with the provisions of the Act.
- 15.3 For the avoidance of doubt:
- 15.3.1 the Directors shall be entitled to attend all general meetings;
  - 15.3.2 the National Council may meet as an advisory body to the Directors as and when called by the National President or the Directors, such meetings shall not be general meetings and shall only become general meetings when called in accordance with the procedures set out in these Articles to undertake general business, when the National Council is meeting as an advisory body, the Voting Member may appoint a proxy to attend on their behalf, provided that the proxy is a member of the Central Council represented by the Voting Member;
  - 15.3.3 the National Council does not have any powers over the Charity than those set out in these Articles and the Directors are responsible for the operation of the Charity.

### 16 Notice of general meetings

- 16.1 General meetings shall be called by at least 14 clear days' notice.

- 16.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 16.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.
- 16.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:
- 16.4.1 every Voting Member except those Voting Members who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
  - 16.4.2 the auditor for the time being of the Charity; and
  - 16.4.3 each Director.
- 16.5 No person other than those specified in Article 16.4 above shall be entitled to receive notice of general meetings.
- 16.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 16.7 A Member present at any meeting of the Charity either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **17 Proxies**

- 17.1 A Voting Member is entitled to appoint another Voting Member or a Director as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Charity.
- 17.2 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 17.2.1 states the name and address of the Voting Member appointing the proxy;
  - 17.2.2 identifies the Voting Member or Director appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
  - 17.2.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 17.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 17.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

“St. Vincent de Paul Society (England and Wales)

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... [ a Director] [ the Central Council President of [insert region]], or failing him, [..... of .....] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the company to be held on [date], and at any adjournment thereof.

Signed on [insert date]”]

- 17.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

“St. Vincent de Paul Society (England and Wales)

.....

I/We, ....., of ....., being a member/members of the above-named company, hereby appoint ..... [ a Director] [ the Central Council President of [insert region]], or failing him, [..... of .....], or failing him [..... of .....] [the Chairman of the meeting], as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the company, to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against [\*vote withheld] [\*discretionary]

Resolution No. 2 \*for \*against [\*vote withheld] [\*discretionary].

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [insert date]”.]

- 17.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 17.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 17.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

17.6 Proxy notices may:

17.6.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours (not counting any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

17.6.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:

17.6.2.1 in the notice convening the meeting, or

17.6.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting, or

17.6.2.3 in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before (not counting any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

17.6.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (not counting any part of a day that is not a working day) the time appointed for the taking of the poll; or

17.6.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;

and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

17.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

17.8 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

17.9 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

## **18 Representation of organisations at general meetings**

18.1 The Charity shall not have Voting Members which are organisations and shall not be required to arrange representation for organisations at general meetings.

**19 Organisation at general meetings**

- 19.1 No business shall be transacted at any general meeting unless a quorum is present.
- 19.2 Either the National President or the National Vice-President and at least ten (10) persons entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member shall be a quorum.
- 19.3 There shall be a chairman of every general meeting:
- 19.3.1 The National President shall chair every general meeting of the Charity.
  - 19.3.2 In his absence the National Vice-President, if any, shall act as chairman.
  - 19.3.3 If at any meeting neither the National President or the National Vice-President is present within ten minutes after the time appointed for the holding of the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and as a quorum will not be present the sole order of business shall be to adjourn the meeting for thirty (30) minutes to allow for a quorum to be present.
- 19.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
- 19.4.1 if convened on the requisition of Members, shall be dissolved;
  - 19.4.2 in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
- 19.5 In relation to adjournment of meetings:
- 19.5.1 the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
  - 19.5.2 when a meeting is adjourned for fourteen days or more, the Charity shall give at least seven clear days' notice of it to the same persons to whom notice of the Charity's general meetings is required to be given, and containing the same information which such notice is required to contain;
  - 19.5.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## DECISIONS OF MEMBERS

### 20 Voting at general meetings

- 20.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 20.2 Unless a poll is duly demanded, a declaration by the chairman and an entry to that effect in the minutes of proceedings of the Charity that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.3 A poll on a resolution may be demanded:
- 20.3.1 in advance of the general meeting where it is to be put to the vote; or
  - 20.3.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 20.4 A poll may be demanded by:
- 20.4.1 the chairman of the meeting;
  - 20.4.2 the Directors;
  - 20.4.3 two or more persons having the right to vote on the resolution; or
  - 20.4.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 20.5 A demand for a poll may be withdrawn if:
- 20.5.1 the poll has not yet been taken; and
  - 20.5.2 the chairman of the meeting consents to the withdrawal.
- 20.6 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chairman of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 20.7 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.8 The poll shall be taken in such manner as the chairman of the meeting directs.
- 20.9 The chairman of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.

- 20.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 20.11 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

## **21 Votes of members**

- 21.1 Every Voting Member, shall have one vote.
- 21.2 On a vote on a resolution on a show of hands at a meeting every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
- 21.2.1 the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
  - 21.2.2 the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.
- 21.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

## **22 Written resolutions**

- 22.1 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 22.2 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution shall be passed as an Ordinary Resolution.

## **DIRECTORS**

### **23 Directors**

- 23.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be thirteen and the minimum number of Directors shall be nine.
- 23.2 The Directors shall be those persons who are Directors on the date that these Articles are adopted.
- 23.3 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.



## **24 Appointment and Retirement of Directors**

- 24.1 The National President shall be a Director and shall serve from the date specified in the instrument of their election for a period of five years.
- 24.2 The National President shall be elected by the National Council in accordance with a rule established in accordance with a policy adopted in accordance with Article 40 below. A person elected as National President shall be referred to as the National President elect from the date of their election until the date on which they take office. Should the National President resign, be removed from office or die, the National Vice-President shall become National President until the end of the current term of office as National President.
- 24.3 The National President elect shall, prior to taking up the office of National President, nominate as Directors to the National Council:
- 24.3.1 a person to hold the office of National Vice-President;
  - 24.3.2 a person to hold the office of National Treasurer;
  - 24.3.3 up to five persons to be Directors.
- 24.4 Prior to nominating those individuals specified in Article 24.3 above the National President elect shall confirm that those individuals he wishes to nominate are willing to act as Directors.
- 24.5 The individuals specified in Article 24.3 above:
- 24.5.1 shall be considered by the National Council and approved providing that they fulfil the criteria for being Directors under a rule established under Article 40 below;
  - 24.5.2 shall, if confirmed by the National Council, serve as Directors for five years from the date on which the National President elect that has nominated them takes office as National President.
- 24.6 For the avoidance of doubt:
- 24.6.1 the National President serving on the date these Articles are adopted, shall continue to serve as National President until they have served in the role for five years, resign or are removed from office;
  - 24.6.2 the five Directors appointed by the previous National President shall serve until the fifth anniversary of their appointment when they shall retire, unless they resign or are removed from office prior to this date;
  - 24.6.3 the National Council are not electing the Directors, they are considering the suitability of the individuals nominated against the criteria established under a rule established under Article 40 below and if the individuals meet the criteria are confirming the appointment. The National Council do not have the right to refuse to appoint an individual meeting the agreed criteria.

- 24.7 Half way through the term of office of the National President, the five Directors appointed by the previous National President (known as the Continuing Directors) shall retire. The National President shall then nominate to the National Council up to five individuals who have consented to act as Director to act as Directors. The individuals shall be considered by the National Council and if they fulfil the criteria for being Directors Provided that the individuals meet the criteria under a rule established under Article 40 below to be Directors they shall be confirmed as Directors by the National Council. The individuals nominated and confirmed shall assume office on the retirement of the individuals who have served for five years as Continuing Directors. The National President may re-nominate a retiring Director, provided that they have not served more than ten consecutive years as a Director.
- 24.8 Should a vacancy for a Director arise during the National President's term of office through the death, removal or retirement of a Director, the National President shall nominate a replacement to the Directors and if approved by the Directors as meeting the criteria for a Director, the individual shall take up their appointment from the date on their approval by the National Council and shall serve out the term of the Director who they are replacing.
- 24.9 No Director may serve for more than ten consecutive years with a break of five years before any further appointment, save that if a Director who has served as a Director for ten consecutive years is:
- 24.9.1 elected as National President they may serve as National President for their full term, provided that they do not serve as a Director for more than fifteen consecutive years;
  - 24.9.2 appointed as National Treasurer, or is National Treasurer and is elected by the National Council for a further terms, may server as National Treasurer for their full term, provided that they do not serve as a Director for more than fifteen consecutive years;
  - 24.9.3 required for a specific specialist role, including but not limited to, safeguarding and is elected by National Council for a further terms, may server in that role for their full term, provided that they do not serve as a Director for more than fifteen consecutive years National Council.
- 24.10 No National President shall serve another term as National President or as a Director until five years has passed from the date on which they ceased to be National President, unless they were National Vice-President and became National President as a result of the death, resignation or removal of the previous National President, when, provided that they have served less than three years as National President, they may, if elected, stand for election as National President in their own right.
- 24.11 In any case where, as a result of death, the Charity has no Voting Members and no Directors, the Roman Catholic Archbishop of Westminster shall appoint a National President who shall in turn appoint Presidents of each Central Council to restore the membership of the Charity.
- 24.12 No appointment of a Director, whether by the Charity in general meeting or by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

- 24.13 Subject to Articles 25 and 26 a Director shall hold office until his retirement in accordance with these Articles.
- 24.14 The National President in nominating individuals to be Directors other than the National Vice-President and the National Treasurer shall ensure that:
- 24.14.1 at least three of those nominated are members of the National Council;
- 24.14.2 at least 75% of those nominated (including those members of National Council) from time to time are Members of the Charity (for the avoidance of doubt this means that if ten (10) individuals are nominated, accepted and appointed, eight (8) will be Members of the Charity).
- 24.15 The National President may nominate up to four non-Members of the Charity as Directors provided that they commit to the values of the Charity and have skills which are required by the Charity.
- 24.16 The National Treasurer need not be a member of the Charity on appointment, but shall become a member on appointment in accordance with the terms of these Articles.
- 24.17 Should a Director who is member of National Council cease to be a member of National Council during their term, unless invited to remain as a Director by the National President, shall resign on relinquishing their role on National Council. The National President may invite the Director to remain as a Director if the minimum number of National Council Members required by these Articles is met following their cessation as a member of National Council.

## **25 Removal of Directors**

- 25.1 The Charity may by Ordinary Resolution of which special notice has been given to the Charity in accordance with the Act remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director.

## **26 Disqualification or vacation of office of Directors**

- 26.1 The office of Director shall be vacated if:
- 26.1.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 26.1.2 the Director is disqualified from acting as a charity trustee by virtue of Sections 178 to 182 of the Charities Act;
- 26.1.3 the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 26.1.4 a registered medical practitioner who is treating the Director gives a written opinion to the Charity stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 26.1.5 by reason of the Director's mental health, a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have;
- 26.1.6 the Director resigns his office by written notice to the Charity provided at least nine Directors remain in office after the resignation takes effect;
- 26.1.7 the Director is absent from all Directors' meetings without leave for one year and the Directors resolve that the office be vacated;
- 26.1.8 the Director is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required by the Act or the Articles;
- 26.1.9 (should the Charity be considered to be working with vulnerable people under the Safeguarding Vulnerable Groups Act 2006 or any statutory provision) the Director is or becomes disqualified from working with vulnerable people or is or becomes disqualified from acting as a trustee of a vulnerable people charity;
- 26.1.10 the Director is deemed by HM Revenue & Customs not to be a fit and proper person to be a manager of the Charity and the Directors resolve that his office be vacated;
- 26.1.11 the Director fails to agree to a reasonable request by the Directors that the Director signs a declaration that they are a fit and proper person to act as such and the Directors resolve that his office be vacated; or
- 26.1.12 the Director fails to agree to a reasonable request by the Directors for a Disclosure and Barring Service check (or equivalent) to be undertaken in respect of them.

## **27 Powers and duties of the Directors**

- 27.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Directors who may exercise all the powers of the Charity.
- 27.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 27.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

## **28 Proceedings and decisions of the Directors**

- 28.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 28.2 The Directors shall meet at least four times a year.
- 28.3 A meeting of the Directors:

- 28.3.1 may be called by any Director; and
  - 28.3.2 shall, at the request of a Director, be called by the Secretary (if any).
- 28.4 Notice of any meeting of the Directors must indicate:
- 28.4.1 its proposed date, time and subject matter;
  - 28.4.2 where it is to take place; and
  - 28.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 28.5 In fixing the date and time of any meeting of the Directors, the Director calling it shall try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it.
- 28.6 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 28.7 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Charity seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 28.8 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Charity with the information necessary to ensure that they receive the notice before the meeting takes place.
- 28.9 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 28.10 In relation to the quorum for a meeting of the Directors:
- 28.10.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
  - 28.10.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors, provided it shall not be less than six;
  - 28.10.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
    - 28.10.3.1 to appoint further Directors, or
    - 28.10.3.2 to call a general meeting so as to enable the Members to appoint further Directors;

- 28.10.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 28.11 Questions arising at a meeting shall be decided by a majority of votes.
- 28.12 The National President shall chair each meeting of the Directors.
- 28.13 The National Vice-President shall chair each meeting of the Directors where the National President is not available. If at any meeting neither the National President nor the National Vice-President is present within ten minutes after the time appointed for holding the same, or if there is National President or National Vice-President, the Directors present shall choose one of their number to chair the meeting.
- 28.14 In the case of an equality of votes, the National President or the person acting as chairman shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the National President or the person acting as chairman is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes. No Director in any other circumstances shall have more than one vote.
- 28.15 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:
- 28.15.1 there was some defect in the appointment of any such Director or person acting as a Director, or
- 28.15.2 they or any of them were disqualified, or
- 28.15.3 they or any of them were not entitled to vote on the matter,
- be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 28.16 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors.
- 28.17 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

## **29 The Structure of the Charity**

- 29.1 The Directors shall:
- 29.1.1 permit Members to form into local Conferences to undertake the work of the Charity;
- 29.1.2 maintain or create District Councils and each Conference within the geographical area covered by that District Council shall fall under the auspices of that District Council;

- 29.1.3 maintain or create Central Councils across England and Wales where appropriate, reflecting where possible, each Roman Catholic Archdiocese or Diocese within England and Wales and each District Council within that designated area shall fall under the auspices of that Central Council.
- 29.2 For the avoidance of doubt any District Council:
- 29.2.1 on the Isle of Man shall fall under the auspices of the Central Council for the Archdiocese of Liverpool;
- 29.2.2 in the Channel Islands shall fall under the auspices of a Central Council created for the Channel Islands or if no such Central Council is created the Central Council for Portsmouth.
- 29.3 Each Central Council shall fall under the authority of the Directors. No Central Council, District Council or Conference shall be established as a separate charity and all shall be constitute parts of the Charity operating under the delegated authority of the Directors in accordance with a policy adopted in accordance with Article 40 below.
- 29.4 The governance and appointment of members of the District Councils and Central Councils shall be set under a policy adopted in accordance with Article 40 below. The governance of a Conference shall be set under a policy adopted in accordance with Article 40 below. Save that the Directors may remove any office holder of a Conference, District Council or Central Council by following a policy adopted in accordance with Article 40 below.

### **30 Delegation by the Directors**

- 30.1 In addition to the delegation of their powers to the Central Councils, the District Councils and the Conferences, the Directors may delegate any of their powers to any committee consisting of one or more Directors.
- 30.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- 30.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
- 30.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 30.3 Subject to and in default of any other terms imposed by the Directors:
- 30.3.1 the National President and the National Vice-President shall be ex-officio members of every committee appointed by the Directors;
- 30.3.2 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;

- 30.3.3 a committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;
- 30.3.4 a committee may meet and adjourn as it thinks proper;
- 30.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and
- 30.3.6 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

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

- 30.4 The terms of any delegation to a committee shall be recorded in the minutes of the Directors meetings.
- 30.5 The Directors may revoke or alter a delegation.
- 30.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

### **31 Delegation of day to day management**

- 31.1 The Directors may delegate day to day management and administration of the Charity to the Chief Executive, who shall be permitted to delegate such authority to one or more managers reporting to the Chief Executive.
- 31.2 In respect of the Chief Executive and each manager the Directors, or the Chief Executive in the case of the managers, shall:
  - 31.2.1 provide a description of the manager's role; and
  - 31.2.2 set the limits of the manager's authority.
- 31.3 The Chief Executive shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

## **HONORARY POSITIONS**

### **32 Honorary positions**

- 32.1 The Directors may appoint and remove any individual(s) as patron(s), presidents, vice-presidents, honorary secretary, or other officer of the Charity (and whether or not a director of the Charity) on such terms subject to the Articles as they shall think fit provided that:
  - 32.1.1 a term is set for the appointment;
  - 32.1.2 a description of the role is provided;



- 32.1.3 the person agrees to act in accordance with the aims of the Charity when undertaking the role and, where possible, within all other activities.
- 32.2 The Directors may remove any individual from an honorary position by passing a resolution removing the individual from the position.
- 32.3 An individual appointed to an honorary position may be invited by either the National President or by three Directors acting together to attend a meeting of the Directors. The individual holding the honorary position shall not be entitled to receive papers relevant to the meeting or to speak at the meeting unless invited to do so by the National President or the chairman of the meeting or by the three Directors who issued the invitation. Any papers relating to the meeting held by the person holding the honorary position shall be surrendered to the National President (or chairman) prior to the person holding the honorary position leaving the meeting.

### **SECRETARY, MINUTES AND SEAL**

#### **33 Secretary**

- 33.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.
- 33.2 A Secretary who is also a Director may not be remunerated save as permitted in accordance with the Articles.

#### **34 Minutes**

- 34.1 The Directors shall ensure that the Charity keeps records, in writing, comprising:
- 34.1.1 minutes of all proceedings at general meetings;
  - 34.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
  - 34.1.3 details of appointments of officers made by the Directors; and
  - 34.1.4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.
- 34.2 The Directors shall ensure that the records comprising 34.1.1 and 34.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

#### **35 The Seal**

- 35.1 The Directors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Directors or of a committee authorised by the Directors on its behalf. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.

- 35.2 For the purposes of this Article, an authorised person is:
- 35.2.1 any Director;
  - 35.2.2 the Secretary (if any); or
  - 35.2.3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied.

## **ACCOUNTS AND AUDIT**

### **36 Accounts**

- 36.1 The Directors shall comply with the requirements of the Act and of the Charities Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies and the Charity Commission, as the case may be, of:
- 36.1.1 annual reports;
  - 36.1.2 annual returns; and
  - 36.1.3 annual statements of account.
- 36.2 Accounting records relating to the Charity shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.
- 36.3 The Directors shall supply a copy of the Charity's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Charity's reasonable costs of complying with the request.

### **37 Audit**

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

## **COMMUNICATION**

### **38 Means of communication**

- 38.1 Subject to the Articles, the Charity may deliver a notice or other document to a Member:
- 38.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
  - 38.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;

- 38.1.3 by fax to a fax number notified by the Member in writing;
  - 38.1.4 in electronic form to an address notified by the Member in writing;
  - 38.1.5 by a website, the address of which shall be notified to the Member in writing; or
  - 38.1.6 by advertisement in at least two national newspapers.
- 38.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 38.3 If a notice or document:
- 38.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
  - 38.3.2 is sent by post or other delivery service in accordance with Article 38.1.2 above it is treated as being delivered:
    - 38.3.2.1 24 hours after it was posted, if first class post was used; or
    - 38.3.2.2 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

    - 38.3.2.3 properly addressed; and
    - 38.3.2.4 put into the postal system or given to delivery agents with postage or delivery paid.
  - 38.3.3 is sent by fax, providing that the Charity can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
  - 38.3.4 is sent in electronic form, providing that the Charity can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
  - 38.3.5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 38.4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

## INDEMNITY

### 39 Indemnity

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

## RULES AND BYELAWS

### 40 Rules or byelaws

- 40.1 The Directors may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Charity or for the purpose of prescribing classes and conditions of membership of either the Charity or any group established to support the Charity. The rules or byelaws, shall be referred to as the National Statutes of the Charity. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 40.1.1 the rights and privileges of Members and the conditions of membership;
  - 40.1.2 the delegated authority to Central Councils, District Councils and Conferences;
  - 40.1.3 the operation of special works within the Charity;
  - 40.1.4 the election of the National President;
  - 40.1.5 the criteria for Directors;
  - 40.1.6 the conduct of Members in relation to one another and to the Charity's employees and volunteers;
  - 40.1.7 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; and
  - 40.1.8 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.
- 40.2 The Directors shall ensure that all rules or byelaws approved by the Directors are provided to the National Council as soon as possible following approval. The Directors may discuss any proposed rules or byelaws with the National Council when it is meeting as an advisory body.
- 40.3 The Charity in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.

- 40.4 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Charity all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Charity provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.
- 40.5 The National Statutes of the Charity which are in force at the time these Articles are adopted shall continue as rules and byelaws of the Charity, save that where any element of the National Statutes are in conflict with these Articles, the Articles shall prevail.