GUIDANCE NOTES ASSOCIATION – PRIVATE

- (1) The objects of the charity mu charitable ones.
- (2) The wording in Clause 4 ass Wales. Additional wording w operate in Scotland and/or N
- (3) Clause 5(1) is required to be the charity's objects, or smal HMRC guidance and tax ad trading.
- (4) There is no legal requirement any provision requiring an A
- (5) Clause 42(3) requires the dir Note that annual accounts or is over £25,000, and annual £10,000.

S

IARITY ARTICLES OF Y GUARANTEE ATTACHED.

, and they must be solely

only operate in England & if the charity is also to

prevent trading to carry out Charity Commission and elation to *any* proposed

these Articles do not include

s to the Charity Commission. annual income of the charity have to be sent if it is over





06 A COMPA ANTEE FOR A CHARITY

MODEL ARTICLES FOR CH LIMITED BY GUARANTEE

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- 2. Defined terms
- 3. Liability of members
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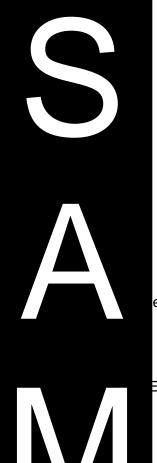
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egister of Charities

ETS

PART 1 - NAME, INTER

Name and registered off

- 1(1) The company's name i "charity";
- (2) The charity's registered

Defined terms

- 2. In the articles, unless the
- "articles" means the charity's
- "bankruptcy" includes individ England and Wales or North bankruptcy;
- "chairman" has the meaning
- "chairman of the meeting" ha
- "charity" means the company
- "Commission" means the Ch
- "Companies Acts" means the Companies Act 2006), in so
- "connected person" means a 2011 apply for the purposes
 - (1) a child, parent, grand
 - (2) the spouse or civil pa clause (1) above;
 - (3) a person carrying on person falling within s
 - (4) an institution which is
 - (a) by the director or or (3) above; or
 - (b) by two or more pe together;
 - (5) a body corporate in w
 - (a) the director or an has a substantial
 - (b) two or more person together, have a

"director" means a director o position of director, by whate as defined by section 177 of

"document" includes, unless electronic form;

TATION OF LIABILITY

he articles it is called the

n England & Wales.

se—

gs in a jurisdiction other than neffect similar to that of

rticle 30;

d by the articles;

land & Wales:

fined in section 2 of the harity;

350-352 of the Charities Act ng terms:

er or sister of the director;

any person falling within sub-

vith the director or with any /e;

Iling within sub-clause (1), (2),

lause (a), when taken

g within subclauses (1) to (3)

use (5)(a) who, when taken

s any person occupying the ectors are the charity trustees

document sent or supplied in

"electronic form" has the mea 2006;

"member" has the meaning of

"memorandum" means the

"ordinary resolution" has the 2006;

"participate", in relation to a

"proxy notice" has the meani

"secretary" means any perso the charity;

"special resolution" has the r 2006;

"subsidiary" has the meaning and

"writing" means the represer information in a visible form I sent or supplied in electronic

Unless the context otherwis these articles bear the same

Words importing one gender plural and vice versa.

Liability of members

 The liability of each mer amount that each memb in the event of its being value he ceases to be a men incurred before he cease expenses of winding up among themselves.

Objects

The charity's object[s] ("0 following:

.....

68 of the Companies Act

e Companies Act 2006; association;

282 of the Companies Act

e meaning given in article 12;

ne duties of the secretary of

283 of the Companies Act

the Companies Act 2006;

words, symbols or other ation of methods, whether

or expressions contained in anies Acts.

, and the singular includes the

not exceeding £10, being the ite to the assets of the charity ember or within one year after charity's debts and liabilities nent of the costs, charges and e rights of the contributories

cally restricted to the																						
													•									

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imited By Guarantee)

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Powers

- In addition to any other p powers in order to furthe (but not for any other pur
 - to raise funds. In doir permanent trading ac regulations;
 - (2) to buy, take on lease and to maintain and 6
 - (3) to sell, lease or other belonging to the char appropriate with sect
 - (4) to make grants, dona guarantees;
 - (5) to borrow money and belonging to the char The charity must com Charities Act 2011 if
 - (6) to co-operate with oth and to exchange info
 - (7) to promote or carry o
 - (8) to publish and distrib conferences;
 - (9) to carry out the Object with others;
 - (10) to establish or support formed for any of the
 - (11) to acquire, merge v arrangement with a
 - (12) to set aside income accordance with a
 - (13) to employ and remi work of the charity. extent it is permitte the conditions in the
 - (14) to:
 - (a) deposit or invest
 - (b) employ a profess

harity has the following ucive or incidental to doing so

ot undertake any substantial ith any relevant statutory

therwise acquire any property

part of the property
 rer the charity must comply as
 Charities Act 2011;

and to give or receive

iny part of the property lent of the money borrowed.. ections 124 - 6 of the d:

odies and statutory authorities them:

he useful results;

meetings, lectures, and

r agent and whether alone or

associations or institutions
uded in the Objects;

nership or joint venture or any of the Objects;

ure expenditure but only in ves;

necessary for carrying out the rate a director only to the nd provided it complies with



(c) arrange for the in the name of a nor

in the same manner trust are permitted to

- (15) to provide indemnit subject to the cond
- (16) to pay out of the fu the charity both as

PART 2 - DIRECTORS DIRECTORS' POWERS AN

Directors general authority

Subject to restrictions in Companies Acts, the dir exercise all the powers of

Directors may delegate

- 7 (1) The directors may dele two or more directors but th book;
- (2) The directors may revoke conditions.

Committees

- 8.(1) Committees to which t procedures which are based the articles which govern the
- (2) The directors may make prevail over rules derived fro

DECISION-MAKING BY DIR

Directors to take decisions

9.(1) The general rule about directors must be either a raccordance with article 10.

Unanimous decisions

10.(1) A decision of the dire eligible directors indicate to view on a matter;



conditions as the trustees of a 00;

ors in accordance with, and ne Charities Act 2011; and

ests of forming and registering rity.

any special resolution or the charity's business, and may

or functions to a committee of ust be recorded in the minute

e or part, or alter its terms and

y of their powers must follow licable on those provisions of rectors;

all or any committees, which not consistent with them.

ctors is that any decision of the eeting or a decision taken in

ance with this article when all ns that they share a common

- (2) Such a decision may ta electronic form, but in either their agreement;
- (3) References in this article been entitled to vote on th directors' meeting;
- (4) A decision may not be directors would not have forr

Calling a directors' meetin

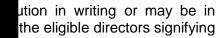
- 11(1) Any director may call the directors or by authorising secretary is so authorised, h
- (2) Notice of any directors' m
 - (a) its proposed date and
 - (b) where it is to take pla
 - (c) if it is anticipated that same place, how it is other during the mee
- (3) Notice of a directors' mee writing;
- (4) Notice of a directors' me entitlement to notice of that r more than 7 days after the d given after the meeting ha meeting, or of any business
- (5) The directors shall hold a

Participation in directors'

- 12(1) Subject to the articles, directors' meeting, whe
 - (a) the meeting has be articles; and
 - (b) they can each comr have on any particular
- (2) In determining whether cirrelevant where any director
- (3) If all the directors particip decide that the meeting is to

Quorum for directors' mee

- 13(1) At a directors' meeting voted on, except a proposal
- (2) The quorum for directors of the directors, but it must retwo;



to directors who would have roposed as a resolution at a

vith this article if the eligible meeting.

iving notice of the meeting to to give such notice and of the

the meeting will not be in the ld communicate with each

ch director, but need not be in

n to directors who waive their to that effect to the charity not is held. Where such notice is not affect the validity of the

each year.

directors' meeting, or part of a

in accordance with the

y information or opinions they e meeting;

g in a directors' meeting, it is cate with each other;

ot in the same place, they may be wherever any of them is.

ticipating, no proposal is to be

rom time to time by a decision and unless otherwise fixed it is

- (3) If the total number of or required, the directors must
 - (a) to appoint further dire
 - (b) to call a general meet directors.

Chairing of directors' meet

- 14(1) The directors may app
- (2) The person so appointed
- (3) The directors may termin
- (4) If the chairman is not pa the time at which it was themselves to chair it.

Casting vote

- 15(1) If the numbers of votes other director chairing the m
- (2) Article 15(1) does not ap other director is not to be co for quorum or voting purpose

Declaration of directors' in

16. A director must declare t which he has in a propos any transaction or arrang previously been declared of the directors in which i to act solely in the interes but not limited to any per

Conflict of interests and co

- 17(1) If a conflict of interest owed to another orga virtue of any other proauthorise such a conf
 - (a) the conflicted di there is discuss other organisati
 - (b) the conflicted di be counted whe at the meeting;
 - (c) the unconflicted authorise the co
- 17(2) In this article a conflict to another organisation of involve a direct or connected person.

eing is less than the quorum er than a decision—

nembers to appoint further

eir meetings;

wn as the chairman;

ntment at any time; and

meeting within ten minutes of directors must appoint one of

sal are equal, the chairman or

h the articles, the chairman or the decision-making process

ny interest, direct or indirect, ement with the charity or in e charity which has not himself from any discussions it will arise between his duty personal interest (including

cause of a duty of loyalty
le conflict is not authorised by
unconflicted directors may
following conditions apply:

part of the meeting at which r transaction affecting that

any such matter and is not to quorum of directors is present

the interests of the charity to ircumstances applying;

ause of a duty of loyalty owed o such a conflict which does ature to a director or to a



Records of decisions to be

18. The directors must ensure 10 years from the date of decision taken by the directors.

Directors' discretion to ma

 Subject to the articles, about how they take decision communicated to directors.

APPOINTMENT OF DIRECT

Eligibility to be appointed

- 20 (1) The minimum number determined by ordinary resolution
- (2) A director must be a na that 16 is the legal minim
- (3) No one may be appoint under the provisions of a
- (4) A director may not appoi at meetings of the director
- [(5) No person may be appoi

Methods of appointing dire

- 21(1) Any person who is wi these articles to do so, ma director—
 - (a) by ordinary resolution by at least two thirds who respond to the re
 - (b) by a decision of the
 - OR
 - (b) a decision of the of two thirds of the direct
- (2) Subject to article 21(3), from the date of his automatically cease to h by ordinary resolution for
- (3) A director appointed by a the first anniversary of h balance of his [3] year pe

a record, in writing, for at least of every unanimous or majority

any rule which they think fit h rules are to be recorded or

e [3] but (unless otherwise to any maximum;

] is suggested here, but note

ld be disqualified from acting

anyone to act on his behalf

is a member of the charity.]

, and is permitted by law and (2)-(5), be appointed to be a

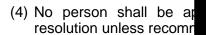
nt or subsequently) [passed ote at the relevant meeting or]; or

ointment);

an affirmative vote by at least ppointment);

office for a period of [3] years ry of which period he shall en offer himself for re-election [3] years;

s shall cease to hold office on only be re-appointed for the resolution:



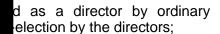
- (5) No person shall hold of exceeding [6] years] [wh more continuous periods
- (6) The first directors shall those persons notified to

Termination of director's a

- 22. A person ceases to be a
 - (a) he ceases to be a direction 2006 or is prohibited by
 - (b) he is disqualified from of the Charities Act 20' those provisions);
 - (c) he becomes incapabl managing and adminis
 - (d) by reason of that pers wholly or partly prevents rights which that person
 - (e) notification is received resigning from office, and its terms, but only if at lea notification is to take effe
 - (f) he is absent without t meetings of the directors the directors resolve that
 - (g) he is removed from o
 - (h) he fails to declare an
 - [(i) he ceases to be men

Directors' remuneration

- 23(1) No director or connect authorised by this art
- (2) No director or connected
 - (a) buy goods or service applicable to other m
 - (b) sell goods or service
 - (c) be employed by or re
 - (d) receive any other fina



cumulative maximum period num period comprises one or

e memorandum and shall be e first directors.

vision of the Companies Actor;

rtue of sections 178 and 179 actment or modification of

order, illness or injury of

urt makes an order which ally exercising any powers or

director that the director is ken effect in accordance with nain in office when the

ctors from 3 consecutive x consecutive months and

f the Companies Act; rticle 16 above;

any remuneration unless it is

hs preferential to those

to the charity;

rom the charity;

arity;



unless the payment is pe the court or by the Comn

In this article, a "financial bei money or has a monetary va

Scope and powers permitting

- (3) (a) A director or connect capacity of a beneficidirectors do not beneficiate the contract of the contract
 - (b) A director or connect services, or of goods services, to the chari subject to the condition
 - (c) Subject to sub-clause provide the charity wi services provided to
 - (d) A director or connect charity at a reasonab Bank of England bas
 - (e) A director or connected director or connected other terms of the lead concerned must with rent or other terms of
 - (f) A director or connect fundraising activities public;
 - (g) A director may benef the charity's expense indemnity from the ch

Payment for supply of goods

- (4) The charity and its direct clause (3)(c) of this articl
 - (a) The amount or maxin an agreement in writing kbe); and the director or c under which the supplier the charity;
 - (b) The amount or maxin exceed what is reasonab question;

of this article or authorised by

rect or indirect, which is either

ersons' benefits

benefit from the charity in the d that a majority of the

a contract for the supply of ection with the provision of in accordance with, and 186 of the Charities Act 2011;

ctor or connected person may plied in connection with or connected person;

terest on money lent to the must not be more than the base rate);

ent for premises let by the he amount of the rent and the ind proper. The director t which such a proposal or the ussion:

in the normal trading and e terms as members of the

insurance cover purchased at and may receive an specified in article 43(1).

e authority provided by subconditions is satisfied;

ent for the goods is set out in directors (as the case may ng the goods ("the supplier") question to or on behalf of

ent for the goods does not or the supply of the goods in

- (c) The other directors a to contract with the supp connected person. In rea advantage of contracting disadvantages of doing s
- (d) The supplier is abserdiscussion of the propositions and to the supply of go
- (e) The supplier does no when calculating whethe
- (f) The reason for their obook.;
- (g) A majority of the direct payments authorised by
- (5) In sub-clauses (3) and (4 in which the charity:
 - (i) holds more th
 - (ii) controls more or
 - (iii) has the right t company;
- (6) In this article 23, "conne in article 2.

Directors' expenses

24. A director is entitled to r of reasonable out-of-pocket and properly incurred by h discharge of his responsibilit those expenses incurred in cor committees of directors.

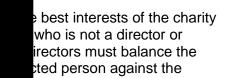
PART 3 - MEMBERS BE

Register of members

25. The directors must keep

Applications for members!

- 26(1) No person or organisat
 - (a) that person has compapproved by the directors
 - (b) the directors have ap
- (2) The first members shall t



eting at which there is or arrangement with him with

r and is not to be counted present at the meeting;

e directors in the minute

t in receipt of remuneration or

y" shall include any company

ghts attached to the shares;

rectors to the board of the

ly person within the definition

om the property of the charity of the and travel costs) actually alf of the charity and in the rity including but not limited to dance at meetings of directors

TO BE A MEMBER

addresses of members.

ber of the charity unless nembership in a form

bscribe to the memorandum;

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Termination of membership

- 27(1) A member may withdinotice to the charity in writi than two members];
- (2) Membership is not transf
- (3) A person's membership t
- (4) A person's membership ground that in their reason harmful to the charity (but or the matter in the light of any puts forward within 14 clear

ORGANISATION OF GENE

Attendance and speaking

28(1) A person is able to exercise person is in a position to conthe meeting, any information the meeting;

- (2) A person is able to exerc
 - (a) that person is able to at the meeting; and
 - (b) that person's vote car such resolutions are pa persons attending the r
- (3) The directors may make enable those attending a ge at it:
- (4) In determining attendand two or more members attended
- (5) Two or more persons w general meeting if their circurights to speak and vote at them.

Quorum for general meetir

29. No business other than be transacted at a general in quorum. A quorum shall be membership, present in persat the meeting.

Chairing general meetings

- 30(1) If the directors have a meetings if present and willir
- (2) If the directors have not a chair the meeting or is no meeting was due to start—

the charity by giving 7 days' signation, there would be less

son dies or ceases to exist:

solution of the directors on the er's continued membership is nber in writing and considering which the member concerned e).

at a general meeting when that attending the meeting, during person has on the business of

eneral meeting when—

, on resolutions put to the vote

ndetermining whether or not s the votes of all the other

they consider appropriate to e their rights to speak or vote

, it is immaterial whether any ice as each other;

place as each other attend a if they have (or were to have) or would be) able to exercise

chairman of the meeting is to ttending it do not constitute a ner [2] persons or [10%] of the led to vote upon the business

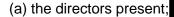
e chairman shall chair general

if the chairman is unwilling to nutes of the time at which a

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(b) (if no directors are premust appoint a director to cl of the meeting must be the fi

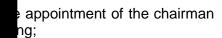
(3) The person chairing a m "the chairman of the meeting

Notice of general meeting non-members

- 31.(1) At least fourteen days meeting is called to pass a sbe given;
- (2) Directors may attend a directors or whether or not the
- (3) The chairman of the mee the charity to attend and spe

Adjournment

- 32(1) If the persons attendir which the meeting was due meeting a quorum ceases to it:
- (2) The chairman of the mee is present if—
 - (a) the meeting consents
 - (b) it appears to the chair to protect the safety of business of the meet
- (3) The chairman of the me so by the meeting;
- (4) When adjourning a gener
 - (a) either specify the date is to continue at a da
 - (b) have regard to any di adjournment which h
- (5) If the continuation of an after it was adjourned, the c is, excluding the day of the given)—
 - (a) to the same persons required to be given; and
 - (b) containing the same i
- (6) No business may be trained properly have been transplace.



th this article is referred to as

speaking by directors and

any general meeting but if the twenty one days notice must

neetings in their capacity as

rsons who are not members of

hin half an hour of the time at tute a quorum, or if during a n of the meeting must adjourn

ral meeting at which a quorum

an adjournment is necessary ne meeting or ensure that the derly manner;

neral meeting if directed to do

of the meeting must—

h it is adjourned or state that it ixed by the directors; and

me and place of any eeting;

take place more than 14 days 7 clear days' notice of it (that the day on which the notice is

arity's general meetings is

btice is required to contain;

general meeting which could he adjournment had not taken



VOTING AT GENERAL MEI

Voting: general

 A resolution put to the v hands unless a poll is du member shall have one vote

Errors and disputes

34 (1) No objection may be general meeting except at objected to is tendered, and

(2) Any such objection mus decision is final.

Poll votes

35(1) A poll on a resolution r

- (a) in advance of the gen
- (b) at a general meeting, immediately after the declared;
- (2) A poll may be demanded
 - (a) the chairman of the m
 - (b) the directors;
 - (c) two or more persons
 - (d) a person or persons r rights of all the memb
- (3) A demand for a poll may
 - (a) the poll has not yet be
 - (b) the chairman of the m
- (4) Polls must be taken imn meeting directs.

Content of proxy notices

- 36(1) Proxies may only valid which—
- (a) states the name and add
- (b) identifies the person apportunity(b) identifies the person apportunity(c) identifies the person apportunity(d) identifies the person apportunity(e) identifies
- (c) is signed by or on behalf authenticated in such manner
- (d) is delivered to the charity contained in the notice of the
- (2) The charity may require may specify different forms f

must be decided on a show of ance with the articles. Each

on of any person voting at a ed meeting at which the vote at the meeting is valid;

airman of the meeting whose

o be put to the vote; or nands on that resolution or s on that resolution is

n the resolution; or

n one tenth of the total voting ote on the resolution;

ithdrawal;

anner as the chairman of the

ice in writing (a "proxy notice")

inting the proxy;

's proxy and the general

g the proxy, or is etermine: and

rticles and any instructions h they relate;

rered in a particular form, and

- (3) Proxy notices may speci that the proxy is to abstain fr
- (4) Unless a proxy notice ind
 - (a) allowing the person a vote on any ancillary
 - (b) appointing that perso general meeting to w

Delivery of proxy notices

- 37(1) A person who is entitl or on a poll) at a general me any adjournment of it, even charity by or on behalf of tha
- (2) An appointment under a charity a notice in writing giv behalf the proxy notice was g
- (3) A notice revoking a prox the start of the meeting or ac
- (4) If a proxy notice is not exaccompanied by written evid execute it on the appointor's

Written resolutions

- 38(1) A resolution in writing resolution by a majority have been entitled to vehicle be shall be effective provided.
 - (a) a copy of the propo
 - (b) a simple majority (dess than 75%) of mem
 - (c) it is contained in an the registered office wir date;
- (2) A resolution in writing ma members have signified
- (3) In the case of a member may signify its agreemen

PART 4 - ADMINISTRAT

Means of communication t

39(1) Subject to the articles, articles may be sent or su

ited under them is to vote (or re resolutions;

be treated as—

oxy discretion as to how to put to the meeting; and

any adjournment of the the meeting itself.

ote (either on a show of hands d in respect of that meeting or tice has been delivered to the

revoked by delivering to the person by whom or on whose

s effect if it is delivered before nit relates;

ppointing the proxy, it must be the person who executed it to

rity (or in the case of a special the members who would oposed at a general meeting

sent to every eligible member;

resolution a majority of not eement to the resolution; and

which has been received at beginning with the circulation

es to which one or more

s authorised representative

by or to the charity under the ich the Companies Act 2006

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provides for documents or provision of that Act to be se

- (2) Subject to the articles, director in connection with the supplied by the means by we such notices or documents for
- (3) A director may agree will director in a particular way specified time of their being hours.

Company seals

- 40 (1) Any common seal ma
- (2) The directors may decide to be used:
- (3) Unless otherwise decided it is affixed to a document, authorised person in the pre-
- (4) For the purposes of this a
 - (a) any director of the char
 - (b) the secretary (if any);
 - (c) any person authorised to which the common sea

No right to inspect accoun

41. Except as provided by resolution of the charity, n accounting or other records

Accounts, Annual Report a

- 42(1) The directors must pre the Companies Acts. T view and follow accour Standards Board or its applicable Statements
- (2) The directors must kee Acts:
- (3) The directors must con with regard to the:
 - (a) transmission of a
 - (b) preparation of an the Commission;
 - (c) preparation of an Commission;

uthorised or required by any e charity;

to be sent or supplied to a directors may also be sent or ked to be sent or supplied with

es or documents sent to that have been received within a ified time to be less than 48

hority of the directors

what form any common seal is

harity has a common seal and so be signed by at least one ttests the signature;

on is—

irpose of signing documents

the directors or an ordinary inspect any of the charity's virtue of being a member.

er of Charities

ar accounts as required by pared to show a true and fair adopted by the Accounting o the recommendations of be:

required by the Companies

s of the Charities Act 2011

f account to the Commission;

ansmission of a copy of it to

ansmission to the



(4) The directors must no charity's entry on the

mptly of any changes to the ities.

DIRECTORS' INDEMNITY

Indemnity

43(1) The charity [may][sharincurred by him in that capa the Companies Act 2006;

(2) In this article a "relevant of charity.

director against any liability ted by sections 232 to 234 of

tor or former director of the

APPLICATION OF INCOME

Income and property

- 44. (1) all income and prope promotion of the Objects
- (2) in no circumstances shal members
- (3) a member may not received charity save in the capacity and proper remuneration for

ETS

applied solely towards the

of the charity belong to the

ly benefit or payment from the harity and save for reasonable s supplied to the charity.

Dissolution

45(1) If the charity is dissolve been made for all its lia of the following ways:

- (1) by transfer to charitable purpo
- (2) directly for the (Objects
- (3) in such other m Commission ap
- (2) In no circumstances sl among the members of
- (3) A final report and state

aining after provision has r transferred in one or more

es established for exclusively or similar to, the Objects oses within, or similar to, the

aritable status as the ce.

charity be paid or distributed

sent to the Commission.