

THE COMPANIES ACT 2006

COMPANY NUMBER 03218967

COMPANY LIMITED BY GUARANTEE

**NEW ARTICLES OF ASSOCIATION
OF
WOLVERHAMPTON INTER -FAITH AND REGENERATION NETWORK**

1. The Company's name is Wolverhampton Inter-Faith and Regeneration Network (and in this document is called "the Charity")

Interpretation

2. In the Articles

"address" means a postal address or, for the purposes of electronic indication, a fax number, an e-mail or postal address or telephone number for receiving text messages in each case registered with the Charity;

"the articles" means the Charity's Articles of Association;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to a period of notice means a period excluding:

(1) the day when the notice is given or deemed to be given, and

(2) the date for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

"connected person" is defined in Article 6(6) hereof;

"the directors" mean the directors of the Charity. The directors are Charity trustees as defined by section 177 of the Charities Act 2011;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form

"electronic form" has the meaning given to it in section 1168 of the Companies Act 2006;

"the memorandum" means the Charity's Memorandum of Association;

"officers" includes the directors and the secretary (if any);

"ordinary directors" are defined in Article 25(1)(b);

"proxy notice" is defined in Article 18 hereof;

"the seal" means the common seal of the Charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Charity;

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

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

Membership

- 3
- (1) The liability of members is limited.
 - (2) Every member of the Charity promises, if the Charity is dissolved while he/she or it, is a member or within 12 months after he/she or it ceases to be a member, to contribute such sum (not exceeding one pound) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he/she or it ceases to be a member and other costs, charges and expenses of winding up, and the adjustments of the rights of the contributories among themselves.
 - (3) Membership of the company shall consist of:
 - (a) the subscribers to the Memorandum of Association;
 - (b) any person who has accepted a valid appointment to be a member of the Charity by any voluntary organisation or statutory body which has been confirmed by the directors as being in sympathy with the objects of the Charity. A person is only validly appointed by such a voluntary organisation or statutory body if he/she is the only person appointed by that voluntary organisation or statutory body at the time of his/her appointment;
 - (c) any person invited by the directors because he/she holds a particular office or because he/she has a particular interest in the work of the Charity and who has accepted such invitation;
 - (d) any person co-opted by the directors because he/she has special knowledge or experience relating to the objects of the Charity.
 - (4)
 - (a) Individuals who are in sympathy with the Objects of the Charity may apply for membership.
 - (b) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (c) The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
 - (d) The directors must consider any written representations the applicants may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing and shall be final.
 - (e) the directors may at any time invite a non-member observer or non-member observers to attend any meetings of the Charity or of the directors that they think fit. Any such observer does not have a vote.

Objects

- 4 The Charity's objects ("Objects") are specifically restricted to the following:
- (1) the advancement of education aimed specifically at knowledge and understanding of the beliefs and practices of religious faiths with the purpose of the enhancement of religious and racial harmony within the city of Wolverhampton and its environs.
 - (2) to develop the capacity and skills of the members of the socially and economically disadvantaged community of Wolverhampton and its environs in such a way that such communities are better able to identify and help meet their needs and to participate more fully in society by:
 - (a) providing advice and support on how they identify and evidence needs or priorities of their particular community; how they plan projects; how they source appropriate funding; implementation and sustainability;
 - (b) supporting specific projects that are of benefit to the particular community helping

- people to take a fuller role in and participate more fully in society;
- (3) the promotion of sustainable development for the benefit of the public by increasing awareness and knowledge in the area of energy conservation and the protection of the environment through prudent use of natural resources, thereby assisting in the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities.

Powers

- 5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the powers of the Charity shall include, but shall not be limited to:
 - (1) to raise funds, but in doing so the Charity must not undertake any substantial trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
 - (4) to borrow money and to charge the whole or any part of property belonging to the Charity as security for repayment of the money borrowed as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
 - (5) to cooperate with other charities, voluntary bodies and statutory authorities, and to exchange information and advice with them;
 - (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (7) to acquire, merge with or enter into any partnership or joint venture arrangement with any other voluntary organisation whose activities are in sympathy with the Objects of the Charity;
 - (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity.
 - (9A) The Charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
 - (10) to
 - (a) deposit or invest funds; and
 - (b) employ a professional fund manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - (12) to promote and organise co-operation in the achievement of the Charity's Objects to for example by bringing together representatives of the statutory authorities and voluntary organisations engaged in any way in the furtherance of the said Objects within the City of Wolverhampton and its environs;
 - (13) to participate in the strategic decision-making processes within the City of Wolverhampton.

Application of Income and Property

- 6 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of the Charity for reasonable expenses properly incurred by him/her while acting on behalf of the Charity;
- (b) a director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to, the conditions in section 189 of the Charities Act 2011;
- (c) a director may receive an indemnity from the Charity in the circumstances specified in article 57.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly to any director save that this does not prevent a member who is not also a director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No director or connected person may:
- (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;
- unless:
- (i) the directors obtain the prior written approval from the Charity Commission and fully comply with any procedures it prescribes; or
- (ii) the payment is permitted by article 6(5)(a)
- (5) (a) A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with and subject to the conditions in section 185-6 of the Charities Act 2011.
- (c) A director or "connected person" (as defined in Article 6(6)) may sell goods and/or services to the Charity.
- (d) A director or connected person may receive rental for premises let by the director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and at or below an objectively determined market rate, and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a UK clearing bank to be selected by the directors.
- (f) The directors may arrange the costs of insurance designed to indemnify their directors in accordance with the terms of and subject to the conditions in section 189 of the Charities Act 1993 to be met out of the Charity's funds.
- (g) A director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (6) The Charity and its directors may only rely upon the authority provided by article 6(5)(c) if each of the following conditions is satisfied:
- (a) the amount or maximum amount of the payment on goods and/or services is set out in an agreement in writing between:
 - (i) the directors other than the supplier and
 - (ii) the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods and/or services in question to, or on behalf of the Charity.
 - (b) The amount or maximum amount of the payment of the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question i.e. at or below an objectively determined market rate.
 - (c) The other directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person
 - (d) The supplier is absent from the part of any meeting at which there is a formal decision on the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
 - (e) The supplier does not vote on any such matter and is not counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for that decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration payments authorised by article 6(4).
- (7) (a) In sub-clauses (2)-(4) of this article 6, "Charity" shall include any company in which the Charity:
- (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting shares attached; or
 - (iii) has the right to appoint one or more directors to the directors of the Charity.
- (b) "Connected person "means:
- (i) the child, parent, or grandchild, grandparent, brother or sister of the director;
 - (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with a director or with any person falling within paragraph(i) or (ii) above;
 - (iv) an institution which is controlled:
 - (I) by the director or any connected person falling within paragraphs(i),(ii) or (iii) above;
 - (II) by two or more persons falling within sub-paragraph(I) when taken together.
 - (v) a body corporate in which:
 - (I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within subparagraph (I) who, when taken together, have a substantial interest.
- (8) Sections 350-352 of Charities Act 2011 apply for the purposes of interpreting the relevant terms used in Article 6.

- 7 (1) At a General Meeting for which notice has been duly given, the members may establish classes of membership with different rights and obligations and these rights and obligations shall be recorded in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a special general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Refusal or Termination of Membership

- 8A Membership is terminated if:
- (1) the member dies or, if it is an organisation, ceases to exist; or
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members; or
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due; or
 - (4) the member is removed from membership by a resolution of the directors pursuant to Article 8B.
 - (5) if appointed under article 3(3)(b), either the voluntary organisation/statutory body appoints someone else or the directors withdraws confirmation of that organisation/body.
- 8B (1) The directors may by resolution refuse, or remove, the membership of an individual or an organisation, but on the sole ground that it is in the best interests of the Charity.
- (2) Such a member must be given:
- (a) at least 21 days' notice in writing of the directors' meeting at which such a resolution will be proposed; and
 - (b) the reasons why it is to be proposed; and
 - (c) notice of his/her/its right to make representations at such a meeting; and
 - (d) the opportunity for him/her/it, or – at the election of the member – his/her representative (who need not be a member of the Charity) to make representations to the directors' meeting; and
 - (e) the right of appeal to a General Meeting of the members.

Patrons

- 9 (1) The directors may from time to time invite distinguished members of the community to become patrons of the Charity.
- (2) Their task will be to promote the aims of the Charity and act as its ambassadors, helping to raise its profile and offering valuable advice and expertise.
- (3) Patrons, not being involved in day-to-day matters, are not subject to election and may not be Board members. They will remain patrons for life unless:
- (a) this becomes proscribed by legislation; or
 - (b) the circumstances set out in articles 35(1), (2) or (4) for Board members were to become applicable to them; or

- (c) they inform the Charity that they wish to cease to be a patron; or
- (d) the Charity determines by a special resolution that they are no longer patrons.

General Meetings

- 10 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
 - (3) The directors may call a general meeting at any time.
 - (4) General meetings must be held in Wolverhampton.

Notice of General Meetings

- 11 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-one clear days for an annual general meeting or for a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.
- (3) The notice must:
- (a) specify the date, time and place of the meeting; and
 - (b) the general nature of the business to be transacted ; and
 - (c) If the meeting is to be an annual general meeting, say so; and
 - (d) contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 18.
- (4) The notice must be given to:
- (a) all the members and
 - (b) the directors and
 - (c) the auditors and/or inspectors and/or examiners.
12. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at General meetings

- 13 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) 20 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) 20% of the total membership at the time, whichever is the lesser.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 14 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting;
- or

- (b) during a meeting such a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting, pursuant to Article 11(3) and (4).
- (3) If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for the meeting.
- 15 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person, or he or she is not present within 15 minutes of the time appointed for the meeting, a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and/or willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 16 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) unless the details are specified in the resolution, the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened pursuant to Article 11(3) and (4).
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 17 (1) Any vote at a meeting should be decided by a show of hands unless before, or on the declaration of the result of a show of hands, a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote by show of hands shall be conclusive unless a poll is demanded;
- (b) The results of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) A poll must be taken as the person who is chairing the meeting directs. He or she may appoint scrutineers (who need not be members) and may fix a time and place for declaring the results of the poll.
- (5) A poll must be taken immediately.
- (6) If the poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

Contents of proxy notices

- 18 (1) Proxies may only be validly appointed by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the donor of the proxy;
- (b) identifies the donee of the proxy and the general meeting in relation to which the

- donee is appointed;
 - (c) is signed by the donor of the proxy; and
 - (d) 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.
- (2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
 - (3) Proxy notices may specify how the donee is to vote (including to abstain from voting) on one or more resolutions.
 - (4) Unless a proxy notice clearly states otherwise, it must be treated as:
 - (a) allowing the donee discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that donee to be a proxy in relation to any meeting reconvened pursuant to Article 14 or Article 16.
 - (5) A proxy notice may be revoked by the donor delivering to the Charity, before the start of the relevant meeting, a written notice of revocation.

Written resolutions

- 19 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it, had it been proposed at a general meeting, shall be effective provided that:
 - (a) a copy of the resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in a document which has been received at the Charity's registered office within the period of 28 days beginning with the date upon which that document was first circulated.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

20. Subject to article 7, every member, whether an individual or an organisation, shall have one vote.
21. No Member shall be entitled to vote at any general meeting unless any monies then payable by him/her or, in the case of members appointed under Article 3(3)(b), by that voluntary organisation/statutory body, shall have been paid.
22. Any objection to the qualification of any vote must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 23 (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to

represent the organisation until the relevant organisation's written notice to the contrary is received by the Charity.

- (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his/her authority has been revoked. The Charity shall not consider whether the representative has been properly appointed by the organisation.

Directors

- 24 (1) A director must be a natural person aged 18 years or older.
 - (2) No one may be appointed a director if he/she would be disqualified from acting under the provisions of article 35.
 - (3) Every director must be a member or the representative of a member organisation.

 - 25 (1) The directors shall consist of:
 - (a) a chairperson, up to 3 vice-chairs and a treasurer, who shall be referred to as officer directors;
 - (b) up to 21 other directors ("the ordinary directors"), of whom up to 19 may be elected by the members at an annual general meeting and up to 2 may be co-opted pursuant to article 33 below subject to the provisions of Articles 25(1)(c) and 29.
 - (2) The directors should broadly reflect the different faiths within the City of Wolverhampton.
 - (3) An officer director is eligible for re- election, save that the chairperson shall not hold office for more than six consecutive years nor for more than six years in total.
 - (4) Any person elected to the directors of directors as an ordinary director shall serve for a period of 3 years from the date of his/her election. He/she is then eligible for immediate consecutive election for a further 3 years.
 - (5) The Charity may from time to time in general meetings increase the number of members of the directors and may make the appointments necessary for effecting such an increase.
 - (6) Any casual vacancy may be filled by the directors until the next annual general meeting.
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- 26 The first directors shall be those persons notified to Companies House as first directors of the Charity.
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- 27 A director may not appoint an alternate director or anyone to act on his/her behalf at meetings of directors.

Powers of Directors

- 28 (1) The directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
 - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
 - (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

- 29 At every annual general meeting, any director who has served for a period of 3 continuous years shall be eligible for re-election, subject to the provisions of Article 25(3) and (4)
- 30 If a director is required to retire at the annual general meeting by a provision of the articles, that retirement should take effect upon the conclusion of the meeting.

Appointment of directors

- 31 No person other than a director retiring may be appointed a director at any general meeting unless;
- (1) he or she is recommended for re-election by the directors; or
 - (2) not less than 21 clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) confirms that the person nominated is a member;
 - (d) contains the details which the Charity would have to file at Companies House should the person be appointed; and
 - (e) is signed by the person who is to be proposed to show his/her willingness to be appointed.
- 32 All members who are entitled to receive notice of a general meeting must be given not less than 7 and no more than 28 clear days' notice of any resolution to be put to the meeting to appoint a director.
- 33 (1) In addition to any directors co-opted during the year to fill vacancies among the directors, the directors may co-opt during the year up to two members or representatives of members of the Charity who are willing to act to be an ordinary director, provided that the number of co-opted persons shall not exceed one-third of the total number of directors elected at an annual general meeting under Article 25(1)(b).
- (2) Any director so co-opted to membership of the directors shall remain as an ordinary director until the conclusion of the annual general meeting next following.
 - (3) A person whose co-opted membership of the directors has terminated shall have the opportunity to be elected as a director at any general meeting.
 - (4) A director appointed by a resolution of the other directors to fill any vacancies among the directors must retire at the next annual general meeting.
 - (5) At every annual general meeting, any director appointed under Article 33(1) shall be eligible for election.
- 34 The appointment of a director, whether by the Charity in a general meeting or by the other directors, must not cause the number of directors to exceed the number fixed as the maximum number of directors by Article 25.

Disqualification and Removal of directors

- 35 A director shall cease to hold office if he/she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or

- (2) is disqualified from acting as a trustee by virtue of section 78-79 of the Charities Act 2011 or
- (3) ceases to be a member of the Charity; or
- (4) becomes incapable by reason of mental disorder, illness, or injury, of managing or administering his/her own affairs; or
- (5) resigns as a director by written notice to the Charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his/her office be vacated;

Remuneration of directors

36 The directors must not be paid any remuneration unless it is authorised by article 6.

Proceedings of directors

- 37 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any three directors can call, or request the secretary to call, a meeting of the directors by giving notice to all members of the directors; but a member of the directors who is absent from the United Kingdom shall not be entitled to notice of the meeting.
 - (3) 14 days' notice of any meeting of the directors shall be given by the secretary to all members of the directors save that if any four members of the directors decide that it is necessary to call a meeting of the directors on shorter notice, such a meeting may be called on 4 days' notice.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second and casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 38 (1) Subject to Article 39, no decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum shall be no less than one third of the total number of directors or 6 directors, whichever is the greater.
 - (3) A director should not be counted in the quorum present when any decision is made about a matter on which that director is not entitled to vote.
- 39 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 40 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair the meeting.

- (3) The person appointed to chair meetings of directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 41 (1) Any resolution in writing or in electronic form agreed by a simple majority of all the directors shall be as valid and effectual as if it had been passed at a meeting of directors or, as the case may be, a sub-committee of directors, duly convened and held provided that:
- (a) a copy of the resolution is submitted to all the directors eligible to vote; and
 - (b) a simple majority of the directors has signified its agreement to the resolution in a document or documents received at the registered office within the period of 28 days beginning with the date upon which it was or they were first circulated.
- (2) The resolution in writing may comprise several documents containing the text of a resolution in like form to each of which one or more directors has signified their agreement.

Delegation

- 42 (1) The directors may delegate any of their powers or functions to a sub-committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate; and/or
 - (b) no expenditure may be accrued on behalf of the Charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter any delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Declaration of directors' interests

43. A director must declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into with the Charity. A director must absent himself or herself from any discussions of the directors in which it is possible that the conflict will arise between his/her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

- 44 (1) (a) If a director has an interest in a matter which is to be discussed and/or decided, then he/she must declare that interest to the other directors present before any such discussion starts.
- (b) If a director declares an interest, but there is no conflict of interest, then he/she can participate in the discussions and/or decision.
 - (c) After a director declares an interest, it is for the other directors present at the meeting to decide if there is also a conflict of interest.
- (2) If a conflict of interests arises for a director, he/she shall not take part in any meetings or decisions related thereto.

Validity of directors' decisions

45 All decisions taken by a meeting of directors, or by a sub-committee of directors, at which a non-eligible person voted shall be valid if they were made by a majority of eligible directors at a quorate meeting where the non-eligible person was not counted for quorum purposes.

Secretary

- 46 (1) The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as it may think fit. Any secretary so appointed may be removed by the directors.
- (2) The directors may from time to time, by resolution, appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.
- (3) A paid secretary shall not be a member of the directors.

Honorary Officers

- 47 (1) There will be a president, who shall be an outstanding faith leader from within the faith communities of the City of Wolverhampton, and one or more vice-presidents.
- (2) The posts of honorary officers of the Charity shall be as determined by the directors.
- (3) The honorary officers shall be elected at the Annual General Meeting from a list of nominees.
- (4) They will hold office until the conclusion of the third following annual general meeting.
- (5) They will be eligible for re-election on the recommendation of the directors.
- (6) Any voting member may nominate a person for election as an honorary officer when elections are due, so long as the nomination, signed both by the member and the person proposed, is received in the Charity's office not less than 21 clear days before the date of the meeting.

Seal

48 If the Charity has a seal it must only be used by the authority of the directors or of a sub-committee of directors authorised by the directors. 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 a director and either by the secretary (if any) or by a second director.

Minutes

49. The directors shall keep minutes of all:
- (1) appointments of officers made by the directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the directors and sub-committees of directors including:
- (a) the names of the directors present at the meeting;
- (b) the decisions made at the meetings; and

(c) where appropriate, the reasons for the decisions.

Accounts

- 50 (1) The directors must prepare for each financial year accounts, as required by the Companies Acts, showing a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 51 (1) The directors must comply with the requirements of the Charities Act 1993 or any statutory re-enactment thereof with regard to the:
- (a) transmission of the statements of account to the Commission;
 - (b) preparation of an annual report and its transmission to the Commission;
 - (c) preparation of an annual return and its transmission to the Commission.
- (2) The directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

- 52 (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with taking decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 53 Any notice to be given to or by any person pursuant to the articles must be
- (1) in writing; or
 - (2) given in electronic form.
- 54 (1) A notice shall be provided to a member either
- (a) personally; or
 - (b) by sending it by posting a pre-paid envelope addressed to the member at his/her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address
- and a notice provided by any of these methods shall be deemed to be delivered.
- (2) A member who does not register an address with the Charity, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Charity.
- 55 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 56 (1) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 57 (1) The Charity shall indemnify every relevant director against any liability incurred in successfully defending legal proceedings in that capacity or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- (2) In this article a "relevant director" means any current or former director of the Charity.

Rules

- 58 (1) The directors may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct or management of the Charity.
- (2) The bylaws may regulate the following matters but are not restricted to them:
- (a) the conduct of members of the Charity in relation to one another and to the Charity's employees and volunteers;
 - (b) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times and for any particular purpose or purposes;
 - (c) the procedure at general meetings and meetings of the directors insofar as such procedure is not regulated by the Companies Acts or by the articles;
 - (d) generally, all such matters as are commonly the subject-matter of company rules.
- (3) The Charity, in general meetings, has the power to alter, add to, or repeal the rules or bylaws.
- (4) The directors must adopt such means as they think sufficient to bring the rules and bylaws to the notice of the members of the Charity.
- (5) The rules or bylaws shall be binding on all members of the Charity.
- (6) No rule or bylaw may be inconsistent with, or shall affect or repeal, anything contained in the articles.

Dissolution

- 59 (1) The members of the Charity may at any time before its dissolution resolve that any net assets of the Charity, after all its debts and liabilities have been paid or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) transferred to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities whose particular purposes fall within the Objects.

- (2) Subject to any such resolution, the directors may at any time resolve that any net assets of the Charity, after all its debts and liabilities have been paid or provision has been made for them, shall on dissolution of the Charity be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities operating within the City of Wolverhampton and its environs for purposes similar to the Objects; or
 - (c) to any charity or charities operating within the City of Wolverhampton and its environs for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no resolution in accordance with article 57(1) or (2) is passed, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

Social Audit

- 60
- (1) A social audit of the Charity's activities may be undertaken annually, in addition to the financial audit required by law.
 - (2) The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from financial accounts alone.
 - (3) Such a social audit may be drawn up by an independent assessor appointed by the directors, or by the directors who may submit their report for verification or comments to an independent assessor.
 - (4) A social audit may include an assessment of matters such as, but not limited to:
 - (a) the internal democracy and decision-making of the Charity, the wages, health and safety, skill sharing, and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and
 - (b) the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located.

(Approved by the Annual General Meeting on 25.9.13)