

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
FOR**

OXFORD PRIDE GROUP LTD

(A private company limited by guarantee and no share capital)



Certificate Number: 04662488

Incorporated in ENGLAND AND WALES on
11/02/2003



Oxford Pride Group LTD articles of association:

Date of constitution 11/02/2003

Last amended 15/09/2025

1. Name

The name of the charitable company is

Oxford Pride Group Ltd

2. National location of principal office

The charitable company must have a principal office in England or Wales. The principal office of the charitable company is in England.

3. Objects

The objects of the charitable company are:

To promote equality and diversity, advance education and eliminate discrimination in relation to Lesbian, Gay, Bisexual and Transgender (LGBT) people, in particular but not exclusively those resident in Oxford or Oxfordshire (the "area of benefit") for the benefit of the public by raising awareness in issues affecting said persons in particular by promoting and staging an annual LGBT festival and grants and/or donations to other charitable and voluntary organisations with the object of developing an environment in favour of LGBT equality by providing information advice and support.

Nothing in this constitution shall authorise an application of the property of the charitable company for the purposes which are not charitable in accordance with relevant legislations within England and Wales.

4. Powers

The charitable company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the charitable company has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The charitable company must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the charitable company. In exercising this power, the charitable company must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;



- (4) employ and remunerate such staff as are necessary for carrying out the work of the charitable company. The charitable company may employ or remunerate a charity trustee-director only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustee-directors and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the charitable company to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustee-directors of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- (1) The income and property of the charitable company must be applied solely towards the promotion of the objects.
 - (a) A charity trustee-director is entitled to be reimbursed from the property of the charitable company or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charitable company.
 - (b) A charity trustee-director may benefit from trustee-director indemnity insurance cover purchased at the charitable company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charitable company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charitable company.
- (3) Nothing in this clause shall prevent a charity trustee-director or connected person receiving any benefit or payment which is authorised by clause 6 (Benefits and payments to charity trustee-directors and connected persons).

6. Benefits and payments to charity trustee-directors and connected persons

(1) General provisions

No charity trustee-director or connected person may:

- (a) buy or receive any goods or services from the charitable company on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charitable company;



- (c) be employed by, or receive any remuneration from, the charitable company;
- (d) receive any other financial benefit from the charitable company;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustee-directors’ or connected persons’ benefits

- (a) A charity trustee-director or connected person may receive a benefit from the charitable company as a beneficiary of the charitable company provided that a majority of the trustee-directors do not benefit in this way.
- (b) A charity trustee-director or connected person may enter into a contract for the supply of services and/or goods to the charitable company where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) A charity trustee-director or connected person may receive interest on money lent to the charitable company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (d) A charity trustee-director or connected person may receive rent for premises let by the trustee-director or connected person to the charitable company. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee-director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (e) A charity trustee-director or connected person may take part in the normal trading and fundraising activities of the charitable company on the same terms as members of the public.

(3) In sub-clause (2) of this clause:

- (a) “the charitable company” includes any company in which the charitable company:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;



- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee-director must:

- (1) declare the nature and extent of any interest, direct or indirect, which they have a proposed transaction or arrangement with the charitable company or in any transaction or arrangement entered into by the charitable company which has not previously been declared; and
- (2) absent themselves from any discussions of the charity trustee-directors in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the charitable company and any personal interest (including but not limited to any financial interest).

Any charity trustee-director absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustee-directors on the matter.

8. Liability of members to contribute to the assets of the charitable company if it is wound up

If the charitable company is wound up, each member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the charitable company's assets for payment of its debts and liabilities and the costs of winding up, while they are a member or within 12 months after they cease to be a member.

9. Charity trustee-directors

(1) Functions and duties of charity trustee-directors

The charity trustee-directors shall manage the affairs of the charitable company and may for that purpose exercise all the powers of the charitable company. It is the duty of each charity trustee-director:

- (a) to exercise their powers and to perform their functions in their capacity as a trustee-director of the charitable company in the way they decide in good faith would be most likely to further the purposes of the charitable company; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that they have or holds themselves out as having; and,
 - (ii) if they act as a charity trustee-director of the charitable company in the course of a business or profession, to any



special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trustee-directorship

- (a) Every charity trustee-director must be a natural person.
- (b) No individual may be appointed as a charity trustee-director of the charitable company:
 - (i) if they are under the age of 16 years; or
 - (ii) if they would automatically cease to hold office under the provisions of clause [12(1)(e)].
- (c) No one is entitled to act as a charity trustee-director whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustee-directors decide, their acceptance of the office of charity trustee-director.
- (d) At least one of the trustee-directors of the charitable company must be 18 years of age or over. If there is no trustee-director aged at least 18 years, the remaining trustee-directors may only act to call a meeting of the charity trustee-directors, or appoint a new charity trustee-director.

(3) Number of charity trustee-directors

- (a) There must be at least three charity trustee-directors. If the number falls below this minimum, the remaining trustee-director or trustee-directors may act only to call a meeting of the charity trustee-directors, or appoint a new charity trustee-director.
- (b) There is no maximum number of charity trustee-directors that may be appointed to the charitable company.

(4) Indemnity of charity trustee-directors

- (a) Subject to the provisions of the Companies Act 2006, but without prejudice to any indemnity to which a charity trustee-director may otherwise be entitled, every charity trustee-director may be indemnified out of the assets of the charitable company against any liability incurred by them in that capacity, to the extent permitted by law.

10. Appointment of charity trustee-directors

Option 1

- (1) Apart from the first charity trustee-directors, every trustee-director must be appointed by a resolution passed at a properly convened meeting of the charity trustee-directors.



- (2) In selecting individuals for appointment as charity trustee-directors, the charity trustee-directors must have regard to the skills, knowledge and experience needed for the effective administration of the charitable company.

11. Information for new charity trustee-directors

The charity trustee-directors will make available to each new charity trustee-director, on or before their first appointment:

- (1) a copy of the current version of this constitution; and
- (2) a copy of the charitable company's latest Trustees' Annual Report and statement of accounts.

12. Retirement and removal of charity trustee-directors

- (1) A charity trustee-director ceases to hold office if they:
 - (a) retire by notifying the charitable company in writing (but only if enough charity trustee-directors will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) are absent without the permission of the charity trustee-directors from all their meetings held within a period of six months and the trustee-directors resolve that their office be vacated;
 - (c) die;
 - (d) in the written opinion, given to the charitable company, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a trustee-director and may remain so for more than three months;
 - (e) are disqualified from acting as a charity trustee-director by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) Any person retiring as a charity trustee-director is eligible for reappointment.

13. Taking of decisions by charity trustee-directors

Any decision may be taken either:

- (1) at a meeting of the charity trustee-directors; or
- (2) by resolution in writing or electronic form agreed by a majority of all of the charity trustee-directors, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustee-directors has signified their agreement. Such a resolution shall be effective provided that



- (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustee-directors; and
- (b) the majority of all of the charity trustee-directors has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustee-directors have previously resolved, and delivered to the charitable company at its principal office or such other place as the trustee-directors may resolve within 28 days of the circulation date.

14. Delegation by charity trustee-directors

- (1) The charity trustee-directors may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustee-directors may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the Model Articles and any other power of delegation available to the charity trustee-directors, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee-director;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustee-directors as a whole as soon as is reasonably practicable; and
 - (c) the charity trustee-directors shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustee-directors

(1) Calling meetings

- (a) Any charity trustee-director may call a meeting of the charity trustee-directors.
- (b) Subject to that, the charity trustee-directors shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

- (a) The charity trustee-directors may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is



unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustee-directors present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustee-directors, or the number nearest to one third of the total number of charity trustee-directors, whichever is greater, or such larger number as the charity trustee-directors may decide from time to time. A charity trustee-director shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustee-directors in which each participant may communicate with all the other participants.
- (b) Any charity trustee-director participating at a meeting by suitable electronic means agreed by the charity trustee-directors in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of the charitable company

- (1) The members of the charitable company shall be its charity trustee-directors for the time being. The only persons eligible to be members of the charitable company are its charity trustee-directors. Membership of the charitable company cannot be transferred to anyone else.
- (2) Any member and charity trustee-director who ceases to be a charity trustee-director automatically ceases to be a member of the charitable company.

17. Informal or associate (non-voting) membership

- (1) The charity trustee-directors may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the



conditions for admission to, and termination of membership of any such class of members.

- (2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, Companies Act 2006 and the Insolvency Act 1986.

18. Decisions which must be made by the members of the charitable company

- (1) Any decision to:
 - (a) amend the constitution of the charitable company;
 - (b) amalgamate the charitable company with, or transfer its undertaking to, one or more other charitable companies, in accordance with the Charities Act 2011; or
 - (c) wind up or dissolve the charitable company (including transferring its business to any other charity)

must be made by a resolution of the members of the charitable company (rather than a resolution of the charity trustee-directors).

- (2) Decisions of the members may be made either:
 - (a) by resolution at a general meeting; or
 - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
- (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, Companies Act 2006 or the Insolvency Act 1986 as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement



must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the charitable company has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the charitable company on the date when the proposal is first circulated.

19. General meetings of members

(1) Calling of general meetings of members

The charity trustee-directors may designate any of their meetings as a general meeting of the members of the charitable company. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the charitable company as specified in clause [18] (Decisions which must be made by the members of the charitable company).

(2) Notice of general meetings of members

- (a) The minimum period of notice required to hold a general meeting of the members of the charitable company is 14 days.
- (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the Companies Act 2006, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the charitable company.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

- (a) The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustee-directors to be taken as references to members.

(4) Proxy voting

- (a) Any member of the charitable company may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the charitable company.



Proxies must be appointed by a notice in writing (a “proxy notice”) which:

- (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the charitable company may determine; and
 - (iv) is delivered to the charitable company in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- (b) The charitable company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
- (i) 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
 - (ii) 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.
- (e) A member 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 charitable company by or on behalf of that member.
- (f) An appointment under a proxy notice may be revoked by delivering to the charitable company a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (g) 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.



- (h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(5) Postal Voting

- (a) The charitable company may, if the charity trustee-directors so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustee-directors or to make a decision on any matter that is being decided at a general meeting of the members.
- (b) The charity trustee-directors must appoint at least two persons independent of the charitable company to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- (c) If postal and/or email voting is to be allowed on a matter, the charitable company must send to members of the charitable company not less than [21] days before the deadline for receipt of votes cast in this way:
 - (i) a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the charitable company, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Oxford Pride Group LTD', at the charitable company's principal office or such other postal address as is specified in the voting procedure.
- (e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.



- (f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee-director or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which they have already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee-director or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustee-directors, to consist of two trustee-directors and two persons independent of the



charitable company. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustee-directors, or of a committee of charity trustee-directors, shall be valid notwithstanding the participation in any vote of a charity trustee-director:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - (d) for whom there is a technical defect in their appointment as a trustee-director of which the trustee-directors were unaware at the time;

if, without the vote of that charity trustee-director and that charity trustee-director being counted in the quorum, the decision has been made by a majority of the charity trustee-directors at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee-director to keep any benefit that may be conferred upon them by a resolution of the charity trustee-directors or of a committee of charity trustee-directors if, but for sub-clause (1), the resolution would have been void, or if the charity trustee-director has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The charitable company shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustee-directors.

22. Use of electronic communications

- (1) General

The charitable company will comply with the requirements of the Communications Provisions in the Companies Act 2006 and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;



- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The charitable company must comply with its obligations under the Companies Act 2006 in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustee-directors.

24. Minutes

The charity trustee-directors must keep minutes of all:

- (1) appointments of officers made by the charity trustee-directors.
- (2) proceedings at general meetings of the charitable company;
- (3) meetings of the charity trustee-directors and committees of charity trustee-directors including:
 - (a) the names of the trustee-directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustee-directors otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustee-directors must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the charitable company, within 10 months of the financial year end.
- (2) The charity trustee-directors must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the charitable company entered on the Central Register of Charities.

26. Rules

The charity trustee-directors may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the charitable company, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the charitable company on request.



27. Disputes

If a dispute arises between members of the charitable company about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the charitable company; or
 - (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the charitable company called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of the charitable company's objects, of any provision of the charitable company's constitution directing the application of property on its dissolution or any provision of the charitable company's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustee-directors or members of the charitable company or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the Companies Act 2006 shall be valid.
- (4) A copy of every resolution amending the constitution, together with a copy of the charitable company's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution.

29. Voluntary winding up or dissolution

- (1) As provided by the Companies Act 2006, the Insolvency Act 1986 and the Charities Act 2011, the charitable company may be dissolved or wound up by resolution of its members. Any decision by the members to wind up or dissolve the charitable company can only be made:
 - (a) at a general meeting of the members of the charitable company called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or



- (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the charitable company.
- (2) Subject to the payment of all the charitable company's debts:
 - (i) Any resolution for the winding up of the charitable company, or for the dissolution of the charitable company without winding up, may contain a provision directing how any remaining assets of the charitable company shall be applied.
 - (ii) If the resolution does not contain such a provision, the charity trustee-directors must decide how any remaining assets of the charitable company shall be applied.
 - (iii) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the charitable company.
- (3) The charitable company must observe the requirements of the Charities Act 2011 in applying to the Commission for the charitable company to be removed from the Register of Charities, and in particular:
 - (a) the charity trustee-directors must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the charitable company;
 - (ii) a declaration by the charity trustee-directors that any debts and other liabilities of the charitable company have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustee-directors setting out the way in which any property of the charitable company has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustee-directors must ensure that a copy of the application is sent within seven days to every member and employee of the charitable company, and to any charity trustee-director of the charitable company who was not privy to the application.
- (4) If the charitable company is to be wound up or dissolved in any other circumstances, the provisions of Companies Act 2006, the Insolvency Act 1986 and the Charities Act 2011 must be followed.

30. Interpretation



In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee-director;
- (b) the spouse or civil partner of the charity trustee-director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee-director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee-director or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee-director or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“Model Articles” means The Companies (Model Articles) Regulations 2008, SCHEDULE 2.

The **“Communications Provisions”** means the Company Communications Provisions in Companies Act 2006 [section 1143 and sections 1144–1148 and Schedules 4 and 5].

“Companies Act” means the Companies Act 2006 and any statutory modification or re-enactment thereof.

“Charities Act” means the Charities Act 2011 and any statutory modification or re-enactment thereof.

“charity trustee-director” means a director of the company who is also a charity trustee for the purposes of the Charities Act 2011.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

