



## THE COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY GUARANTEE

### ARTICLES OF ASSOCIATION

#### OF

#### DR GRAHAM'S HOMES KALIMPONG (UK)

#### "the Charity"

### 1. Interpretation

#### 1.1 In this document, unless the context otherwise requires:

**Articles:** means the articles of association of the Charity, which are set out as numbered paragraphs in this document, and a reference to an **article** is a reference to the relevant numbered paragraph;

**Business Day:** means any day, other than a Saturday, Sunday or public holiday in Scotland;

**Chair:** means the chair of Directors appointed in accordance with article 26;

**Charitable Purpose:** means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

**Charities Act:** means the Charities and Trustee Investment (Scotland) Act 2005;

**Charity Regulator:** means the Office of the Scottish Charity Regulator;

**Circulation Date:** in relation to a written resolution, has the meaning given to it in the Companies Act;

**Clear days:** in relation to a period of notice means a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

**Committee Secretary:** means the committee secretary appointed in accordance with article 27;

**Companies Act:** means the Companies Act 2006;

**Connected:** shall be interpreted in accordance with section 68 of the Charities Act;

**Director:** means a director of the Charity, and the Directors are charity trustees as defined in the Charities Act;

**document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**Dr Graham's Homes:** means the educational institution for Anglo-Indian and other children whose main campus is located in Kalimpong, West Bengal, India;

**electronic form** and **electronic means:** have the meaning given to such terms in section 1168 of the Companies Act;

**Financial Expert:** means a person who is reasonably believed by the Directors to be qualified to give advice on investments by reason of his ability in and practical experience of financial and other matters relating to investments;

**Member:** means a person who is a subscriber to the memorandum of association of the Charity, or who is admitted to membership in accordance with the Articles, until that person dies, or withdraws, or is expelled, from membership of the Charity;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

**OGBs:** means former pupils of Dr Graham's Homes;

**Purposes:** means the purposes of the Charity as stated in article 2.1;

**Special resolution:** has the meaning given in section 283 of the Companies Act;

**Treasurer:** means the treasurer appointed in accordance with article 27;

**Vice-Chair:** means the vice-chair of Directors appointed in accordance with article 26;

**writing:** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- (a) any subordinate legislation from time to time made under it; and
- (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.3 The Model Articles shall not apply to the Charity.

## 2. Charitable purposes

2.1 The Charity is established for the following purposes:

- (a) to relieve the poverty of under-privileged, disadvantaged and needy children through provision for their education and for their accommodation, upbringing, safeguarding and general care and welfare at Dr Graham's Homes, all in continuance of the legacy of Dr John Anderson Graham; and
- (b) to support the ongoing career development of young people, following completion of their time at Dr Graham's Homes, by providing for their maintenance, accommodation and general welfare, in Kolkata or elsewhere, for a period of further education, apprenticeship or training.

### **3. Activities**

3.1 The Charity may act in support of its Purposes by any legal means, but in particular it shall seek:

- (a) to promote and manage a sponsorship scheme, whereby the maintenance of a child at Dr Graham's Homes, or of a young person in Kolkata or elsewhere, may be financially supported by individual or group sponsors, or by a general sponsorship fund;
- (b) to continue, or conclude, the support developed through the sponsorship scheme for pupils at the Homes by ensuring, as far as is reasonably possible, the safe transition of all supported pupils graduating, or leaving at an earlier time (regardless of reason), back into the care of their own family, or of an equivalent community;
- (c) to encourage and support the maintenance and improvement of the facilities and infrastructure, including buildings, at Dr Graham's Homes, and any others, having regard to the direct impact on children and young people on the sponsorship scheme(s);
- (d) to raise funds by all available means to support the Purposes;
- (e) to work closely and constructively with the Board of Management of Dr Graham's Homes, and the Principal and other senior staff, to ensure the welfare of the children being sponsored, and generally to support the Christian ethos of the Homes and the legacy of Dr John Anderson Graham;
- (f) to develop and maintain close working relationships with the overseas committees supporting Dr Graham's Homes and with the OGBs; and
- (g) to raise awareness and disseminate information about Dr Graham's Homes by all available means, including the Charity's web site, lectures and talks, social media, publications and press coverage.

### **4. General powers**

In pursuance of the Purposes, but not further or otherwise, the Charity has the power to:

- (a) accept (or disclaim) any gift of money, legacy or other property;
- (b) raise funds by way of subscription, donation or otherwise;

- (c) trade in the course of carrying out the Purposes and carry out any other trade which is not expected to give rise to taxable profits;
- (d) establish one or more subsidiary companies to carry on any trade;
- (e) buy, lease, hire or otherwise acquire and deal with any property and any rights or privileges of any kind over or in respect of any property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
- (f) sell, lease or otherwise dispose of all or any part of the Charity's property and any and all rights of the Charity;
- (g) borrow or raise money and to give security for money borrowed or grants or other obligations;
- (h) lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- (i) set aside funds for particular purposes or as reserves against future expenditure;
- (j) deposit or invest funds with all the powers of a beneficial owner, having regard to the suitability of investments and the need for diversification;
- (k) delegate the management of investments to a Financial Expert, but only on terms that investment performance is reviewed regularly with the Directors and the delegation arrangement may be cancelled by the Directors at any time;
- (l) arrange for the investments or other property of the Charity to be held in the name of a nominee which is either under the control of the Directors or of a Financial Expert acting on their instructions, and to pay any reasonable fee required;
- (m) co-operate with other bodies and to exchange information and advice with them;
- (n) establish or support or aid in the establishment and support of any organisation formed for purposes similar to any or all of the Purposes;
- (o) enter into partnership or other arrangement with any other body with purposes similar to any or all of the Purposes;
- (p) acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with purposes similar to any or all of the Purposes;
- (q) enter into contracts to provide services to or on behalf of other bodies;
- (r) provide or procure the provision of advice;
- (s) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;

- (t) promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- (u) subject to article 5.2:
  - (i) employ and remunerate any person or persons as necessary for the proper pursuit of the Purposes; and
  - (ii) make reasonable provision for the payment of pensions for employees and their dependents;
- (v) take out such insurance policies as are necessary to protect the Charity;
- (w) provide indemnity insurance for the Directors or any other officer of the Charity;
- (x) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute cheques and other instruments;
- (y) provide and assist in the provision of money, materials or other aid; and
- (z) do anything lawful which is calculated to further the Purposes or is conducive or incidental to doing so.

## **5. Application of income and property**

5.1 The income and property of the Charity shall only be applied to promote the Purposes.

5.2 Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:

- (a) reasonable and proper remuneration to any person for any goods or services supplied to the Charity, having regard to article 6;
- (b) interest on money lent by a Member to the Charity at a reasonable and proper rate;
- (c) reasonable and proper rent for premises let by a Member to the Charity; and
- (d) any payment to a Director (or any payment to a person Connected with a Director), providing such payment is not prohibited under article 6.

## **6. Remuneration**

6.1 No Director or person Connected with a Director shall be remunerated for services provided to the Charity unless the Directors have collectively taken advice and/or considered the conditions set out in the Charities Act and approve the remuneration. Section 67(3) of the Charities Act provides, amongst others:

- (a) that the maximum amount of the remuneration must be reasonable in the circumstances and must be set out in a written agreement between the service provider and the Charity;
- (b) that the Directors, as charity trustees, must not approve the remuneration unless they are satisfied that it will be in the interests of the Charity for those services to be provided by the service provider for the maximum amount; and
- (c) that the number of Directors in receipt of remuneration must always be in the minority.

## **7. Dissolution**

- 7.1 If the Charity is to be dissolved and, after provision has been made for all its debts and liabilities, there are surplus assets or property (the **Surplus Assets**), those Surplus Assets shall not be paid or distributed to the Members (except to a Member that is itself a charity and qualifies to benefit under this article) but shall be applied or transferred to another organisation which (a) has a similar Charitable Purpose, or (b) undertakes to utilise the Surplus Assets for a similar Charitable Purpose.
- 7.2 The Directors shall have power to make an application to strike off and dissolve the Charity, providing:
- (a) the Directors have sought and obtained the consent of the Charity Regulator under section 16 of the Charities Act; and
  - (b) the application has been approved by special resolution.
- 7.3 The decision on who is to benefit from the Surplus Assets shall also be subject to special resolution.

## **8. Members**

- 8.1 The Charity shall admit to membership an individual who, or an organisation which:
- (a) applies to the Charity using the application process approved by the Directors; and
  - (b) is approved by the Directors.
- 8.2 The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so. If the Directors decline to accept an application for membership and the applicant requests a review of the decision, the Directors shall procure that the application is reviewed by the Members at the next general meeting and the Members may, by special resolution, direct the Directors to reverse their original decision and accept the application for membership. In absence of a special resolution in those terms, the original decision of the Directors shall stand.

8.3 The Charity shall maintain a register of Members and any person ceasing to be a Member shall be removed from the register.

8.4 Membership is not transferable.

8.5 The Directors may establish different categories of membership and set out different rights and obligations for each category, with such rights and obligations recorded in the register of Members, but shall not be obliged to accept any person fulfilling those criteria as a Member.

## **9. Liability of members**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- (a) payment of the Charity's debts and liabilities contracted before they cease to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **10. Termination of membership**

10.1 A Member shall cease to be a Member if:

- (a) the Member dies or, if it is an organisation, ceases to exist;
- (b) the Member resigns by giving notice to the Charity in writing; or
- (c) their membership of the Charity is terminated by a resolution of the Directors made in compliance with article 10.2.

10.2 Subject to articles 10.3 and 10.4, the Directors may resolve to terminate an individual or organisation's membership of the Charity where (i) any subscription or other sum payable by the Member to the Charity remains unpaid, or (ii) it is considered in the best interests of the Charity that the membership is terminated.

10.3 A resolution to terminate an individual or organisation's membership of the Charity may not be passed unless:

- (i) the Member has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
- (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's

representative) and inform the Member of their decision following such consideration.

10.4 In addition to the requirements set out in article 10.3, where the Member in question was admitted to membership following a review by the Members under article 8.2, the Directors may not terminate such membership without the prior approval of the Members by special resolution.

10.5 A former Member shall not be entitled to a refund of any subscription or other sum paid by them to the Charity.

## **11. Annual general meetings**

11.1 The Charity shall hold an annual general meeting in each calendar year.

11.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors shall think fit.

11.3 The business at an annual general meeting shall include:

- (a) the consideration of the accounts and related reports; and
- (b) the retirement, appointment or re-appointment of Directors in accordance with article 21.

## **12. Notice of general meetings**

12.1 The Charity may hold and conduct a general meeting in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it. A reference in these Articles to a person being **present** or **represented** at a general meeting shall therefore include a person attending or representing another by electronic means.

12.2 General meetings, including the annual general meeting, are called on a minimum of 14 clear days' notice. The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. If it is intended that persons shall be able to attend the meeting by electronic means, the notice shall include instructions for joining the meeting by electronic means. It shall also include a statement pursuant to the Companies Act setting out the right of Members to appoint proxies.

12.3 The notice shall be given to:

- (a) each Member;
- (b) each Director; and
- (c) the auditor for the time being of the Charity.



- 12.4 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **13. Proceedings at general meetings**

- 13.1 Every general meeting of the Charity shall have a chair:
- (a) The Chair shall chair general meetings of the Charity or, if the Chair is absent, the Vice-Chair shall act as chair.
  - (b) If neither the Chair nor the Vice-Chair is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
  - (c) If there is only one Director present and willing to act, that Director shall chair the meeting.
  - (d) If no Director is present and willing to chair the meeting within 15 minutes of the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.
- 13.2 No business shall be transacted at any general meeting unless a quorum is present. A quorum is one tenth of the total membership at the time. A Member who is an individual shall be deemed present if they are present in person or represented at the meeting by a proxy duly appointed in accordance with article 15. A Member which is an organisation shall be deemed present if it is represented at the meeting by a representative duly authorised in accordance with article 16.
- 13.3 If within one hour from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be abandoned.
- ### **14. Voting at general meetings**
- 14.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 14.2 On a show of hands or on a poll, every Member, whether an individual or an organisation, shall have one vote.
- 14.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 14.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of

the fact and the number or proportion of votes cast in favour or against need not be recorded.

14.5 A poll may be demanded by:

- (a) the chair of the meeting;
- (b) the Directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

14.6 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

14.7 A poll demanded on the election of a person to chair a meeting must be taken immediately.

14.8 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

14.9 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

14.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

## **15. Proxies**

15.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.

15.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- (d) is delivered to the Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

- 15.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 15.5 Unless a proxy notice indicates otherwise, it must be treated as 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.
- 15.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- 15.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 15.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting to which it relates.
- 15.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **16. Members which are organisations**

- 16.1 An organisation which is a Member of the Charity may authorise any person to act as its representative at any meeting of the Charity and to exercise, on behalf of the organisation, the rights of the organisation as a member.
- 16.2 The organisation must give written notice of the name of its representative to the Charity and, in the absence of such notice, the Charity shall not be obliged to recognise the entitlement of the organisation's representative to exercise the rights of the organisation at general meetings. Having received such notice, the Charity shall consider that the person named in it as the organisation's representative shall continue to be its representative until written notice to the contrary is received by the Charity.

- 16.3 The Charity shall be entitled to consider that any notice received by it in accordance with article 16.2 is conclusive evidence that the representative is entitled to represent the organisation and that his authority has not been revoked. The Charity shall not be required to consider whether the representative has been properly authorised by the organisation.

## **17. Written resolutions of Members**

- 17.1 Subject to article 17.4, a written resolution of the Members passed in accordance with this article 17 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
  - (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 17.2 Where a resolution is proposed as a written resolution of the Charity, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 17.3 Any resolution of the Members for which the Companies Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 17.4 A Members' resolution under the Companies Act removing a Director or an auditor before the expiration of his term of office may not be passed as a written resolution.
- 17.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 17.6 A Member signifies their agreement to a proposed written resolution when the Charity receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the Charity in hard copy form, it is authenticated if it bears the signature of the person sending it;
  - (b) if the document is sent to the Charity in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Charity or, where no such manner has been specified by the Charity, if it is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

- 17.7 A written resolution is passed when the required majority of eligible Members have signified their agreement to it. In the case of a Member that is an organisation, its authorised representative may signify its agreement.
- 17.8 A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.
- 17.9 Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Act.

## **18. Directors**

- 18.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not exceed fifteen and shall not be less than six.
- 18.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 18.3 A Director may not appoint an alternate director or anyone to act on their behalf at meetings of the Directors.

## **19. Powers of Directors**

- 19.1 Subject to the provisions of the Companies Act, the Articles and any special resolution, the Directors shall be responsible for the management of the Charity's business and may exercise all the powers of the Charity for that purpose.
- 19.2 No alteration of the Articles or any special resolution shall invalidate any prior act of the Directors.

## **20. Appointment of Directors**

- 20.1 Any person who is willing to act as a Director, and who is permitted by law to do so, may be appointed to be a Director by:
- (a) ordinary resolution; or
  - (b) by resolution of the Directors.
- 20.2 In any case where, as a result of death, the Charity has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 20.3 For the purposes of Article 20.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.
- 20.4 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

## **21. Retirement of Directors**

- 21.1 At every annual general meeting the following Directors shall retire from office, but may, subject to this article 21, offer themselves for reappointment by the Members:
- (a) one-third, or, if their number is not divisible by three, the number nearest to one-third, of the Directors who are to retire by rotation under article 21.2; and
  - (b) any Director appointed under Article 20.1(b) since the previous annual general meeting.
- 21.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. As between persons who were appointed or last reappointed on the same day, those to retire shall (unless they agree otherwise among themselves) be determined by drawing lots.
- 21.3 No Director shall serve for more than nine consecutive years, without taking at least a twelve-month break.
- 21.4 If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

## **22. Disqualification and removal of Directors**

A Director shall cease to hold office if they:

- (a) are removed by ordinary resolution of the Charity pursuant to the Companies Act;
- (b) cease to be a Director by virtue of any provision in the Companies Act or are prohibited by law from being a Director;
- (c) are disqualified from acting as a charity trustee by virtue of the Charities Act;
- (d) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- (e) resign by written notice to the Charity, provided that at least six Directors will remain in office once the resignation takes effect; or
- (f) are absent from all the meetings of the Directors held within a period of twelve consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated.

## **23. Proceedings of Directors**

- 23.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

23.2 Any matter requiring a decision of the Directors shall be decided either at a meeting of the Directors (in accordance with article 24), or by written resolution (in accordance with article 25), providing always that:

- (a) every Director who is eligible to vote shall have one vote; and
- (b) a Director shall always be eligible to vote (and is hereinafter referred to as an **Eligible Director**) unless they have disclosed a conflicting interest with respect to the matter in question.

23.3 Any Director may request the Committee Secretary to arrange for votes on a particular matter to be cast in secret.

## **24. Meetings of the Directors**

24.1 Any three or more Directors acting together may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the Committee Secretary (if any) to give such notice.

24.2 Notice of a meeting of the Directors must be given to each Director, but need not be in writing. The notice must specify:

- (a) the time, date and place of the meeting;
- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

24.3 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.

24.4 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

24.5 Matters shall be decided by approval of a majority of the total number of Eligible Directors participating in the meeting, providing that no business shall be transacted at a meeting of the Directors unless there is a quorum present.

24.6 The quorum for Directors' meetings is any two Directors, or the nearest whole number representing one third of the total number of Directors at the time (always rounding down), whichever is the greater, but must include at least one of:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Committee Secretary; or

(d) the Treasurer.

- 24.7 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to call a general meeting so as to enable the members to appoint further Directors.

## **25. Written resolutions of Directors**

- 25.1 A resolution in writing signed by a majority of all Eligible Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more of the Eligible Directors

## **26. Appointment of Chair and Vice-Chair**

- 26.1 The Directors shall appoint one of their number as chair of Directors and may determine the length of term for which the chair of Directors is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors shall also appoint one of their number as vice-chair of Directors.
- 26.2 If at any meeting of the Directors neither the Chair nor the Vice-Chair is participating in the meeting, the participating Directors must appoint one of themselves to chair the meeting.
- 26.3 The Directors may terminate the appointment of a Chair or the Vice-Chair at any time.

## **27. Appointment of other office bearers**

- 27.1 The Directors may appoint any person who is willing to act as the Committee Secretary for such term at such remuneration and on such conditions as the Directors think fit. On the same basis, the Directors may appoint any person who is willing to act as the Treasurer.
- 27.2 The Directors may establish any other offices and deal with appointments to those offices as they think fit.
- 27.3 From time to time, and notwithstanding any fixed term appointment, the Directors may decide to remove from office any person appointed under this article and to appoint a replacement.

## **28. Trustee duties**

- 28.1 Each Director, as a charity trustee, has a duty to act in the interests of the Charity and, in particular, must:



- (a) seek, in good faith, to ensure that the Charity acts in a manner which is consistent with its purposes;
  - (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
  - (c) in circumstances capable of giving rise to a conflict of interest, put the interests of the Charity first.
- 28.2 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 28.3 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including, but not limited to, any personal financial interest).
- 28.4 Each Director must take steps to ensure that any breach of legal duty by another Director is remedied (if practicable) and not repeated. If a Director is persistently in breach of their duties, the other Directors should consider the possibility of removing that Director from office.

## **29. Delegation by Directors**

- 29.1 The Directors may delegate any of their powers to committees. A committee must include at least one Director, but the other members of a committee need not be Directors.
- 29.2 The Directors may also delegate to any office bearer appointed under article 26 or article 27 such of their powers as they consider appropriate.
- 29.3 When delegating powers under article 29.1 or article 29.2, the Directors must set out appropriate conditions, which must include an obligation on the committee or relevant office bearer to report regularly to the Directors.
- 29.4 Any delegation of powers under article 29.1 or article 29.2 may be revoked or altered by the Directors at any time.

## **30. President(s) and Vice-President(s)**

- 30.1 The Directors may appoint Honorary President(s) and Honorary Vice-President(s) in recognition of office held or for past service to the Charity. Such appointees shall be entitled to attend and speak at a meeting of the Directors but shall not participate in decision-making.

### **31. Minutes**

The Directors shall cause the Charity to keep the following records in writing and in permanent form:

- (a) minutes of proceedings at general meetings;
- (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
- (c) copies of resolutions of the Charity and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
- (d) particulars of appointments of officers made by the Directors.

### **32. Records and accounts**

32.1 The Directors shall comply with the requirements of the Companies Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Regulator of:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

32.2 Accounting records relating to the Charity must be made available for inspection by any Directors at any reasonable time during normal office hours.

32.3 A copy of the Charity's latest available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.

### **33. Communications**

33.1 The Charity may deliver a notice or other document to a Member:

- (a) by delivering it by hand to the address recorded for the Member in the register of Members;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
- (c) by fax to a fax number notified by the Member in writing;
- (d) by electronic mail to an address notified by the Member in writing; or
- (e) by a website, the address of which shall be notified to the Member in writing.

- 33.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 33.3 If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 33.4 If a notice or document is sent:
- (a) by post or other delivery service in accordance with article 33.1(b), it is treated as being delivered:
    - (i) 24 hours after it was posted, if first class post was used; or
    - (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used;provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
    - (iii) properly addressed; and
    - (iv) put into the post system or given to delivery agents with postage or delivery paid.
  - (b) by fax, it is treated as being delivered at the time it was sent;
  - (c) by electronic mail, it is treated as being delivered at the time it was sent;
  - (d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

#### **34. Irregularities**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

#### **35. Indemnity**

- 35.1 Subject to article 35.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
  - (b) every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.
- 35.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law and any such indemnity is limited accordingly.

## **36. Rules**

- 36.1 The Directors may from time to time establish such rules as they may consider necessary for or conducive to the effective operation of the Charity. In particular, but without prejudice to the generality of the above, such rules may regulate:
- (a) the admission of Members of the Charity, their rights and privileges and other conditions of membership;
  - (b) the conduct of Members in relation to one another and to the Charity's employees and volunteers; and
  - (c) the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Companies Act or by the Articles.
- 36.2 The Charity in general meeting may alter, add to or repeal the rules by special resolution.
- 36.3 The rules shall be binding on all Members and no rule shall be inconsistent with or shall affect or repeal anything contained in the Articles.

END

[Doctor Graham's Homes Kalimpong \(UK\)](#)

Registered Company No. SC684452

Charity Registered in Scotland No. SC050985