

## THE COMPANIES ACT 2006 - COMPANY LIMITED BY GUARANTEE

### 1 Articles of Association of Emmaus Cambridge

The Company name is Emmaus Cambridge (and in this document it is called the 'Charity')

### 2 Interpretation

2.1 In the Articles:

<b>Address</b>	means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity;
<b>articles</b>	means these Articles of Association;
<b>beneficiaries</b>	has the meaning given to it in article 4.1;
<b>Charity</b>	means the company intended to be regulated by these articles;
<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;
<b>Companion Trustee</b>	means a beneficiary who has been appointed as a Trustee;
<b>Clear Days</b>	in relation to the period of a notice means a period excluding: <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul>
<b>Commission</b>	means the Charity Commission for England and Wales;
<b>Document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Electronic Form</b>	has the meaning given in section 1168 of the Companies Act 2006;
<b>Emmaus Communities</b>	means the communities set up pursuant to the Emmaus Movement offering relief from poverty and homelessness;
<b>Emmaus Groups</b>	means groups set up pursuant to the Emmaus Movement aiming to offer relief from poverty and homelessness;
<b>Emmaus Movement</b>	means the worldwide charitable movement established to combat, amongst other things, poverty and homelessness;
<b>Emmaus Cambridge</b>	means the company limited by guarantee (incorporated in England and Wales under company no. 03422363) and registered charity (Charity no. 1064473),
<b>Emmaus UK Federation</b>	shall refer accordingly to the Federation of Emmaus UK, Emmaus Communities and Emmaus Groups within the UK;
<b>Objects</b>	has the meaning given to it in article 4
<b>Office</b>	means the registered office of the Charity;

<b>Rules</b>	means the Rules and By-laws made under article 42;
<b>Seal</b>	means the common seal of the Charity if it has one;
<b>Secretary</b>	means any person appointed to perform the duties of the secretary of the Charity;
<b>Trustees</b>	means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
<b>United Kingdom</b>	means the United Kingdom of Great Britain and Northern Ireland.

and

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3 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.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3 Liability of Members**

The liability of the members is limited to a sum not exceeding one pound, being the amount that each member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member for:

- 3.1 payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 the adjustment of the rights of the contributories among themselves.

### **4 Objects**

The Charity's objects (**the Objects**) are specifically restricted to the alleviation and relief of poverty, hardship and distress arising therefrom, in conformance with the principles of the Emmaus Movement as published from time to time by Emmaus UK, to those in need without distinction by:

- 4.1 the provision of accommodation, or assistance in such provision, for homeless people as may seem appropriate from time to time (the **beneficiaries**).
- 4.2 the rehabilitation of the beneficiaries as appropriate and the provision of education, training (including, without limitation, employment training) and work opportunities and satisfaction for the beneficiaries with the purpose of developing their skills to enable them to gain employment in the future and thereby develop a sense of self worth and dignity through having a self-supporting life.
- 4.3 the support of the work of other Emmaus Communities and Emmaus Groups or other agencies in the relief of poverty and homelessness whether in the United Kingdom or

elsewhere in the world and in particular (without limitation) by the exchange of resources, information and expertise with other Emmaus Movement projects worldwide.

- 4.4 the fulfilling of such other purposes as may from time to time be recognised by English Law as being charitable and which the Charity shall from time to time determine.

## **5 Powers**

The Charity has the power to do anything, subject to restrictions imposed by law, which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has powers:

- 5.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
- 5.2 to appeal for and accept donations, subscriptions, covenants, sponsorships, legacies or any other form of financial benefit;
- 5.3 to raise funds, providing that in raising funds the Charity shall not undertake any substantial permanent trading activities (for the avoidance of doubt, this clause does not prevent the Charity from exercising a trade pursuant to clause 5.4 below);
- 5.4 to exercise a trade (mainly by the beneficiaries) in the course of the actual carrying out of the Objects of the Charity;
- 5.5 to purchase, sell, lease, licence, hire, take in exchange and generally to manage, insure and deal with any land or buildings whatsoever, or any interest therein or any rights and privileges necessary for the promotion of the Objects and to construct, maintain, improve or alter any buildings or works on land acquired by the Charity in such a manner as shall be thought fit. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 5.6 to invest the money of the Charity not immediately required for the Objects in the purchase of or at interest upon the security of such shares (including those of subsidiary trading companies for the purpose of fund raising and those of any other private limited companies), stocks, funds, securities, land, buildings, chattels or any other investments or property of any nature and in any part of the world and whether involving liabilities or producing income or not as may be thought fit subject to the conditions set out in the Trustee Act 2000;
- 5.7 to lend all or any part of the money of the Charity not immediately required for the Objects to any person, company or unincorporated association for the purpose of furthering (whether directly or indirectly) the Objects of the Charity and upon such terms as to interest, repayment and security as may be thought fit, subject to conditions as may be for the time being imposed by law;
- 5.8 to borrow money on such terms as to interest, repayment or otherwise as may be thought fit without security or upon the security of the whole or any parts of the assets of the Charity. The Charity must comply as appropriate with sections 124 -126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.9 to delegate to persons who are qualified for that purpose and who are required to give regular accounts of their activities the management of any land acquired or the making and changing of investments;
- 5.10 subject to article 7 below, to employ any persons, firms or companies to manage or assist in managing the Charity as may be necessary for the proper pursuit of the Objects

and to employ staff to work for the Charity and to make all reasonable provision for the payment of pensions for such staff and their dependants;

- 5.11 to establish or support any charitable trust, association or institution formed for any of the charitable purposes included in any of the above Objects;
- 5.12 to co-operate with other charities, voluntary bodies and statutory authorities operating within and outside of the Emmaus UK Federation in furtherance of the Objects or similar charitable purposes and to exchange information with them;
- 5.13 to pay out of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity, both as a company and as a charity;
- 5.14 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011. No such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether or not it was a breach of duty;
- 5.15 to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;
- 5.16 to educate the public in the needs of poor and marginalised people through whatever means of publicity or education the Charity deems fit;
- 5.17 to recruit and train workers to support their furtherance of the Objects;
- 5.18 to do all other such lawful things as are necessary [or expedient] for the achievement of the Objects.

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

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 6.3 A Trustee 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.
- 6.4 A Trustee may receive an indemnity from the Charity in the circumstances specified in article 41.
- 6.5 Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:
  - 6.5.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - 6.5.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

## **7 Benefits and payments to Charity Trustees and connected persons**

7.1 No Trustee or connected person may

7.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

7.1.2 sell goods, services, or any interest in land to the Charity;

7.1.3 be employed by, or receive any remuneration from, the Charity;

7.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by articles 8 to 9; or authorised by the courts or the Commission.

7.2 In this article a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

## **8 Scope and powers permitting Trustees' or connected persons' benefits**

8.1 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.

8.2 A Trustee 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 to 186 of the Charities Act 2011.

8.3 Subject to article 9, a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.

8.4 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England rate (known as base rate).

8.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

8.6 The Trustees may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Trustees in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.

8.7 A Trustee 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.

## **9 Payment for supply of goods only – controls**

9.1 The Charity and its Trustees may only rely upon the authority provided by article 8.3 if each of the following conditions is satisfied:

9.2 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between: The Charity or its Trustees (as the case may be); and the Trustee or

connected person supplying the goods (**the supplier**) under which the supplier is to supply the goods in question to or on behalf of the Charity.

- 9.3 The amount or maximum amount of the payment does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- 9.4 The other Trustees 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 Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;
- 9.5 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the Charity;
- 9.6 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- 9.7 The reason for their decision is recorded by the Trustees in the minute book;
- 9.8 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by articles 7 and 8.

## **10 Related Definitions**

In articles 7 to 9:

- 10.1 **Charity** shall include any company in which the Charity:
  - 10.1.1 holds more than 50% of the shares; or
  - 10.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 10.1.3 has the right to appoint one or more Trustees to the board of Trustees of the company.
- 10.2 The term **connected person** includes any person within the definition in article 45.

## **11 Membership**

- 11.1 The subscribers to the Memorandum are the first members of the Charity. Emmaus UK shall be a member of the Charity so long as the Charity is a member of Emmaus UK.
- 11.2 Membership is open to other individuals or organisations who:
  - 11.2.1 apply to the Charity in the form required by the Trustees; and
  - 11.2.2 **Trustees are members of the Charity'**
  - 11.2.3 are approved by the Trustees;
- 11.3 The Trustees 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.
- 11.4 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- 11.5 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 11.6 Membership is not transferrable.
- 11.7 The Trustees must keep a register of names and addresses of the members.

## **12 Classes of Membership**

- 12.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 12.2 The Trustee may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 12.3 The rights attached to a class of membership may only be varied if:
- 12.3.1 three-quarters of that class consent in writing to the variation; or
  - 12.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 12.4 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.

## **13 Termination of Membership**

Membership is terminated if:

- 13.1 The member dies or, if it is an organisation, ceases to exist;
- 13.2 The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- 13.3 **That membership is terminated if 'The member is a Trustee and that member ceases to be a Trustee'.**
- 13.4 Any sum due from the member to the Charity is not paid in full within the six months of it falling due;
- 13.5 The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove the member from membership may only be passed if:
- 13.5.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - 13.5.2 the member or, at the option of the member, the member's representative has been allowed to make representations to the meeting.

## **14 General meetings**

- 14.1 The Charity must hold its first annual general meeting within eighteen months after the date of incorporation.

14.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

14.3 The Trustees may call general meetings and, on requisition of members pursuant to the Act, shall convene a general meeting for a date not later than eight weeks after receipt of such requisition.

## **15 Notice of general meetings**

15.1 **Subject to article 15.2 below, the minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.**

**15.1 'Subject to article 15.2 below 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 a general meeting called for the passing of a special resolution.**

**(b) fourteen clear days for all other general meetings'**

15.2 A general meeting may be called at shorter notice if so agreed:

15.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote;

15.2.2 in the case of any other general meeting, by a majority in number of members entitled to attend and vote, being a majority together holding not less than ninety per cent (90%) of the total voting rights at a meeting of all the members.

15.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the rights of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

15.4 The notice of a general meeting must be delivered to all members, to all Trustees and to the auditors, but the accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive notice (for whatever reason) shall not invalidate the proceedings of such meeting.

## **16 Proceedings at general meetings**

16.1 No business shall be conducted at any general meeting unless a quorum is present.

16.2 A quorum is the greater of:

16.2.1 three persons entitled to vote upon the business to be transacted,

16.2.2 one tenth of the total membership at the time up to a maximum of 5.

16.3 The authorised representative of a member organisation shall be counted in the quorum.

16.4 If-

16.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

16.4.2 if during the meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

16.5 The Chair of Trustees or, in his absence, some other Trustee elected by the Trustees at the meeting shall preside as Chair of the meeting. If there is only one Trustee present and willing to act he shall be Chair, but if there is no Chair presiding within fifteen minutes after the time for holding the meeting the members present and entitled to vote shall choose one of their number to be Chair.

16.6 A Trustee, **whether or not a member**, shall be entitled to attend and speak at any general meeting.

## **17 Adjournment of general meetings**

17.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

17.2 The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specific in the resolution.

17.3 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,

17.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## **18 Voting at a general meeting**

18.1 Any vote 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:

18.1.1 by the person chairing the meeting; or

18.1.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

18.1.3 by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

18.2 Unless a poll is demanded a declaration by the person chairing the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

18.3 With the consent of the person chairing the meeting a demand for a poll may be withdrawn before the poll is taken in which event the result of a show of hands declared before the demand for the poll was made shall stand and the meeting shall continue as if the demand had not been made.

18.4 A poll taken on the election of a person to chair the meeting or on a question of adjournment shall be taken immediately, but otherwise a poll shall be taken as the person chairing the meeting directs not more than thirty days after the poll is demanded. The person chairing the meeting may appoint scrutineers, who need not be members, and if the poll is not held immediately may fix a time and place for declaring the result of

the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.

- 18.5 If the time and place at which a poll is to be taken are announced at the meeting at which the poll is demanded, no further notice needs to be given, but otherwise at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.
- 18.6 The demand for a poll shall not prevent continuance of a meeting for the transaction of other business other than the resolution on which the poll is demanded.

## **19 Proxy notices**

- 19.1 Proxies may only validly be appointed by a notice in writing which:
- 19.1.1 states the name and address of the member appointing the proxy;
  - 19.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 19.1.3 is signed by or on behalf of the member appointing the proxy; and
  - 19.1.4 is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 19.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.3 Proxy notices may specify how the proxy appointed under them is to vote (or is to abstain from voting) on one or more resolutions.
- 19.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 19.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 19.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **20 Delivery of proxy votes**

- 20.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity on behalf of that person.
- 20.2 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 the proxy notice was given.
- 20.3 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.
- 20.4 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 to execute it on the appointor's behalf.

## **21 Written resolutions**

- 21.1 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:
- 21.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 21.1.2 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
  - 21.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 21.2 A resolution in writing may comprise several copies of the resolution to which one or more members have signified their agreement.
- 21.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **22 Votes of members**

- 22.1 Subject to article 12, every member, whether an individual or an organisation, shall have one vote.
- 22.2 No member shall be entitled to vote at any general meeting unless all moneys payable by such member to the Charity have been paid.
- 22.3 Any objection to the qualification of any voter 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.
- 22.4 Any organisation which is a member of the Charity may by resolution of its governing body authorise any person to act as its representative at any meeting of the Charity and such person shall be entitled to act on behalf of the organisation as if it were an individual member of the Charity. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

## **23 Trustees**

- 23.1 A Trustee may be a natural person aged 18 years or older.
- 23.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 27.
- 23.3 The minimum number of Trustees shall not be fewer than five but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. Should the total number of Trustees drop fewer than five at any time, the only power the Trustees may exercise is to arrange for the appointment of new Trustees under article 26.
- 23.4 At any time, the number of Companion Trustees on the board may make up no more than one-third of the total number of Trustees.

23.5 The first Trustees shall be those persons notified to Companies House as the first directors of the Charity.

23.6 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

## **24 Powers of Trustees**

24.1 The Trustees 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 or any other applicable legislation, the articles or any special resolution.

24.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

24.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **25 Retirement of Trustees**

25.1 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office.

25.2 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees were appointed on the same day those to retire shall be determined by agreement or, failing that, by lot.

**The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustee were appointed on the same day those to retire shall be determined by agreement or, failing that by lot.**

25.3 **A Trustee who retires having served more than nine continuous years as a Trustee, shall not be eligible for re-appointment [for a period of twelve months following such retirement.**

***A Trustee who retires having served more than nine continuous years as a Trustee, shall not be eligible for re-appointment for a period of twelve months following such retirement Except:***

***In exceptional circumstances, such as, but not exclusively because of the absence of a suitable qualified replacement for a Trustee with special skills, a Trustee may be elected or co-opted to serve for an additional period of up to 3 years at the end of which they shall be required to retire from office.***

25.4 [Subject to article 25.3 above], if the Charity does not, at the meeting at which a Trustee retires by rotation, fill the vacancy, the retiring Trustee shall be deemed to have been reappointed, unless it is resolved not to fill the vacancy or he is not willing to act or a resolution for reappointment is put to the meeting and is not passed.

25.5 If a Trustee is required to retire at an annual general meeting by a provision of the articles the retirement shall be deemed to take effect at the conclusion of the meeting.

## **26 Appointment of Trustees**

- 26.1 The Charity may by ordinary resolution:
- 26.1.1 appoint a person who is willing to act as a Trustee; and
  - 26.1.2 determine the rotation in which any additional Trustees are to retire.
- 26.2 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:
- 26.2.1 he or she is recommended for re-election by the Trustees; or
  - 26.2.2 not less than fourteen nor more than thirty-five 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 Trustee;
    - (c) contains the details that, if the person were to be appointed, the Charity would have to file with the Registrar of Companies; and
    - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed and fitness for appointment.
- 26.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight days' clear notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 26.4 The Trustees may appoint a person who is willing to act as a Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees. Any Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

## **27 Disqualification and removal of Trustees**

A Trustee shall cease to hold office if he or she:

- 27.1 ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee; or
- 27.2 is disqualified from acting as a Trustee by virtue of section 178 and 179 of the Charities Act 2011 or any statutory re-enactment or modification of that provision; or
- 27.3 ceases to be a member of the Charity; or
- 27.4 becomes incapable in the opinion of a medical professional treating the Trustee by reason of any illness, disorder or injury, of managing and administering his or her own affairs for a period exceeding six months; or
- 27.5 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

- 27.6 is absent without permission of the Trustees from three consecutive meetings and the Trustees resolve that his or her office be vacated; or
- 27.7 they have been convicted of an offence or behaved in a way which, in the opinion of the Trustees, is not compatible with the role of Trustee of the Charity and the Trustees elsewhere, by a majority of at least two-thirds, vote that they should be removed.

## **28 Remuneration of Trustees**

The Trustees must not be paid any remuneration unless it is authorised by articles 7 to 9.

## **29 Proceedings of Trustees**

- 29.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 29.2 Any Trustee may call a meeting of the Trustees.
- 29.3 The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 29.4 Questions arising at a meeting shall be decided by a majority of votes.
- 29.5 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with and can be identified by all the other participants. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- 29.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. The quorum for transaction of the business of the Trustees may be fixed by them, save that it shall not be less than the greater of two or one third of their number.
- 29.7 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 29.8 If the number of Trustees is less than the number fixed as a quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

## **30 Chair**

- 30.1 The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment.
- 30.2 Unless he or she is unwilling or unable to do so, such Chair shall preside at every meeting of the Trustees at which he or she is present and shall conform to any regulations that may be imposed by the Trustees. A person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated by the Trustees.
- 30.3 If no-one has been appointed to chair the meetings of the Trustees, or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees may appoint one of their number to chair that meeting.

### **31 Trustees' written resolutions**

31.1 A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Trustees or a committee of Trustees duly convened and held provided that-

31.1.1 a copy of the resolution is sent or submitted to all Trustees eligible to vote:

31.1.2 a simple majority of Trustees has signified agreement to the resolution in an authenticated document or documents which are received at the registered office within the 28 days beginning with the circulation date.

31.2 The resolution in writing may comprise several documents containing the text of the resolution in the same form each signed by one or more of the Trustees.

### **32 Delegation**

32.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minutes.

32.2 The Trustees may impose conditions when delegating, including the conditions that:

32.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

32.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed by the Trustees.

32.3 The Trustees may revoke or alter a delegation.

32.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

### **33 Declaration of Trustees' interests**

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any direct or indirect material benefit or personal financial interest). A Trustee absenting himself or herself from any such discussions cannot vote on the issue or be counted when considering whether a quorum is present for the discussion.

### **34 Conflicts of loyalty**

34.1 If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the Trustee must declare the nature and extent of the conflict of interest and the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:

34.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting the other organisation or person;

- 34.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- 34.1.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 34.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to the relevant Trustee or a connected person.
- 34.3 Notwithstanding article 34.2 above and for the avoidance of doubt, a Companion Trustee may be authorised in relation to a decision on a Charity matter which is of indirect (but not direct) benefit to the relevant Companion Trustee or a connected person.

### **35 Validity of Trustees' decisions**

- 35.1 Subject to article 35.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote by a Trustee:
  - 35.1.1 who was disqualified from holding office;
  - 35.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
  - 35.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
 if without:
  - 35.1.4 the vote of that Trustee; and
  - 35.1.5 that Trustee being counted in the quorum;
 the decision has been made by a majority of the Trustees at a quorate meeting.
- 35.2 Article 35.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or a committee of Trustees if, but for article 35.1, the resolution would have been void, or if the Trustee has not complied with article 33.

### **36 Seal**

The Charity shall not be obliged to have a seal but if it has one it must only be used with the authority of the Trustees or of a committee of two or more Trustees appointed for the purpose. Any instrument to which the seal is affixed shall be signed either by two Trustees or one Trustee and the secretary.

### **37 Minutes**

- 37.1 The Trustees must keep minutes of all:
  - 37.1.1 appointments of officers made by the Trustees;
  - 37.1.2 proceedings at meetings of the Charity;
  - 37.1.3 meetings of the Trustees and committees of Trustees including:

- (a) the names of the Trustees present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions.

37.2 Minutes of each meeting shall be circulated to all Trustees and to Emmaus UK.

### **38 Accounts**

38.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

38.2 The Trustees must keep accounting records as required by the Companies Acts.

### **39 Annual report and return and register of charities**

39.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

39.1.1 transmission of the statements of account to the Commission;

39.1.2 preparation of an Annual Report and its transmission to the Commission;

39.1.3 preparation of an Annual Return and its transmission to the Commission.

39.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **40 Means of communication to be used**

40.1 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 to the Charity.

40.2 Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

40.3 Any notice to be given to or by a person pursuant to the articles:

40.3.1 must be in writing; or

40.3.2 must be given in electronic form

40.4 The Charity may give any notice to a member either:

40.4.1 personally; or

40.4.2 by sending it in the post in a prepaid envelope addressed to the member at his or her address; or

- 40.4.3 by leaving it at the address of the member; or
  - 40.4.4 by giving it in electronic form to the member's address; or
  - 40.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 40.5 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.
- 40.6 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.
- 40.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 40.8 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.
- 40.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 40.9.1 48 hours after the envelope containing it was posted; or
  - 40.9.2 In the case of an electronic form of communication, 48 hours after it was sent (provided that no error message has been received within that period).

#### **41 Indemnity**

- 41.1 The Charity shall indemnify every Trustee 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.
- 41.2 The provisions of this article refer to any Trustee or former Trustee of the Charity.

#### **42 Rules**

- 42.1 The Trustees may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 42.2 The by-laws may regulate the following matters but are not restricted to them:
- 42.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 42.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

- 42.2.3 the setting aside of the whole or any parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 42.2.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
- 42.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 42.3 The Charity in general meetings has the power to alter, add to or repeal the rules or by-laws.
- 42.4 The Trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Charity.
- 42.5 The rules and by-laws shall be binding on all members of the Charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **43 Disputes**

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members of the Charity under these articles, 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.

### **44 Dissolutions**

If after the Charity is wound up or dissolved and all its liabilities have been satisfied there remains any property belonging to the Charity, it shall be paid to Emmaus UK if that charity shall still be in existence unless it declines to accept the funds. Such funds may be used by Emmaus UK as it thinks fit in furtherance of its objects to alleviate and relieve poverty; provide that if Emmaus UK has been wound up or is unable or unwilling to accept the funds then they shall be given or transferred to some other charity or charities having objects similar to the Objects with preference being given to any other charity adhering to the principles of the Emmaus Movement in the United Kingdom.

### **45 Interpretation**

- 45.1 In articles 7 to 10, 34 and 35 **connected person** means:
  - 45.1.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - 45.1.2 the spouse or civil partner of the Trustee or of any person falling within article 45.1.1 above;
  - 45.1.3 a person carrying on business in partnership with a Trustee or any person falling within articles 45.1.1 or 45.1.2 above;
- 45.2 An institution which is controlled-
  - 45.2.1 by the Trustee or any connected person falling within article 45.1 above; or
  - 45.2.2 by two or more persons falling within article 45.2.1 when taken together;
- 45.3 A body corporate in which -
  - 45.3.1 the Trustee or any connected person falling within article 45.1 has a substantial interest; or

45.3.2 two or more persons falling within article 45.3.1.who, when taken together, have a substantial interest.

45.4 Section 350 - 352 to the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

#### **46 Amendments to the Articles of Association**

The articles may be amended by the Charity in accordance with the procedures and methods prescribed by the Companies Acts, provided that:

46.1 the articles may not be amended so as to stop the Charity from being a charity; and

46.2 any amendments shall be subject to the prior approval of the Trustees.