

Company Number: NI 058548

COMPANY LIMITED BY GUARANTEE

NEW ARTICLES OF ASSOCIATION

of

AUTISM (NI) PAPA

**Worthingtons Solicitors
24-38 Gordon Street
Belfast BT1 2LG**

The Company's name is

AUTISM (NI) PAPA

(and in this document it is called the 'charity').

Interpretation

1. In the articles:

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

'the articles' means the charity's articles of association and 'article' refers to a particular Article;

'the charity' means the company intended to be regulated by the articles;

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

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for Northern Ireland;

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

'Connected person' in relation to article 6, sub-clause (2) of article 8 and sub-clause (2) of article 47 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the Trustee or any connect person falling within sub-clause (1), (2) or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a) when taken together
- (5) a body corporate in which –

- (a) the Trustee or any connect person falling within sub-clauses (1) to (3) has a substantial interest; or
- (b) two or more persons falling within sub-clause (5) (a) who, when taken together, have a substantial interest.
- (c) Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this article.

'Trustee' means a Trustee of the charity, and includes any person occupying the position of director, by whatever name called. The Trustees are charity trustees as defined by section 180 of the Charities Act (Northern Ireland) 2008;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'member' has the meaning give in section 112 of the Companies Act 2006;

'ordinary resolution' has the meaning given in section 282 of the Companies Act 2006;

'proxy notice' has the meaning given in article 21;

'officers' includes the Trustees and the secretary (if any);

'the seal' means the common seal of the charity if it has one;

'secretary' means any person appointed to perform the duties of the secretary of the charity;

'special resolution' has the meaning given in section 282 of the Companies Act 2006;

'subsidiary' has the meaning given in section 1159 of the Companies Act 2006;

'the United Kingdom' means Great Britain and Northern Ireland.

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

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

Apart from the exception mentioned in the previous paragraph a reference to an Act of the Legislative Assembly or Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

2. The liability of the members is limited to a sum not exceeding £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 he, she or it is a member or within one year after he, she or it ceases to be a member, for:
 - (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

3. The objects of the charity shall be the advancement of education, health and wellbeing, equality of opportunity and the relief of disadvantage of people living with an autism spectrum disability and related disabilities throughout their whole life journey.

For the avoidance of doubt, the system of law governing the articles of association of the charity is the law of Northern Ireland.

Powers

4. The charity has power to do anything, which is calculated to further its Object, or is conducive or incidental to doing so. In particular, the charity has power:
 - (1) to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take or lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with any provisions of the Charities Act for the time being in force;
 - (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with any provisions of the Charities Act of the time being in force, if it wishes to mortgage land;
 - (5) to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies and statutory authorities and

to that end to exchange information and advice with them and work in association with other charities, local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;

- (6) to establish or support any charitable trusts, associations, organisations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 1958 and the Trustee Act (Northern Ireland) 2001.

- (11) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.
- (13) to establish or acquire subsidiary companies.
- (14) to enter into contracts to provide services to or on behalf of other bodies;
- (15) to vet, recruit and train volunteers with relevant skills to carry out the objects of the charity.
- (16) to provide appropriate recreational, residential and educational facilities in the achievement of the objects of the charity;

- (17) to provide help, guidance and information to families and to promote a network of support among such families;
- (18) to promote and carry out, or assist in promoting and carrying out research, surveys and investigations into the autism disability and to promote and publish the results thereof;
- (19) to organise or assist in organising meetings, lectures, classes and exhibitions and publish or assist in publishing reports, periodicals, recordings, books or other documents or information;
- (20) to pursue the principle object of the charity in any part of the world and to procure the charity to be registered as a recognised charity in any country or place in any part of the world whether in the United Kingdom, Republic of Ireland, the European Union or elsewhere.

Application of income and property

5.

- (1) The income and property of the charity must be applied solely towards the promotion of the Objects.
- (2)
 - (a) 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.
 - (b) 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 93 of the Charities Act (Northern Ireland) 2008;
 - (c) A Trustee may receive an indemnity from the charity in the circumstances specified in article 57.
 - (d) A Trustee may not receive any other benefit or payment unless it is authorised by article 6.
- (3) Subject to article 6, 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 receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.

Benefits and payments to charity Trustees and connected persons

General provisions

6.

(1) No Trustee or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission. In this article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Circumstances in which charity Trustees or connected persons may benefit

(2)

- (a) A Trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that only a minority of the Trustees benefit in this way.
- (b) 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, sections 88, 89 and 90 of the Charities Act (Northern Ireland) 2008.
- (c) Subject to sub-clause (3) of this article 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 connect person.
- (d) 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 bank rate (also known as the base rate).
- (e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the charity. The amount of rent and other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.

- (f) 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.

Payment for supply of goods only – Conditions

- (3) The charity and its Trustees may only rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied:
 - (a) 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.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees must be 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.
 - (d) The supplier must be 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 or it with regard to the supply of goods to the charity.
 - (e) The supplier must not vote on any such matter and must not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - (f) The Trustees must have had regard to any guidance given by the Commission concerning the making of such agreements before entering into an agreement with the supplier.
 - (g) The reason for their decision must be recorded by the Trustees in the minute book.
 - (h) The number of Trustees in receipt of remuneration or payments authorised by article 6 or connected to a supplier must form a minority of those then in office.
 - (i) The duty of care in section 1(1) of the Trustee Act (Northern Ireland) 2001 is applied to each Trustee when making such a decision as mentioned in Article 6 (3)(c).
- (4) In sub-clauses (1), (2) and (3) of this article:

- (a) 'charity' includes any company in which the charity:
- (1) holds more than 50% of the shares; or
 - (2) controls more than 50% of the voting rights attached to the shares; or
 - (3) has the right to appoint one or more Trustees to the board of the company.
- (b) 'connected person' includes any person within the definition in article 1 'Interpretation'.

Declaration of Trustees' interests

7. 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 with the charity, or in any 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 charity 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 personal financial interest). Such a Trustee must not be counted in any vote or quorum on this matter.

Conflicts of interests and conflicts of loyalties

- 8.
- (1) If a conflict of interests 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 unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) 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
 - (c) the unconflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
 - (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 a trustee or to a connected person.

Members

9.

- (1) Subject to Article 9 (4) below membership is open to individuals or organisations who:
 - (a) apply to the charity in the form required by the Trustees; and
 - (b) are approved by the Trustees.
- (2)
 - (a) 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.
 - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) 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 and is final.
- (3) Membership is not transferable.
- (4) Membership is not open to individuals who are employees of the charity.
- (5) The Trustees must keep a register of names and addresses of the members.

Classes of membership

10.

- (1) The Trustees may establish classes of membership with different rights and obligations and must record the rights and obligations in the register of members.
- (2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership other than in accordance with article 10(3).
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings must apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

11. Membership is terminated if:

- (1) the member dies, or if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) 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 or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) 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;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representation to the meeting.

General Meetings

12.

- (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

13. The Trustees may call a general meeting at any time.

Notice of general meetings

14.

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
 - (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 right of members to appoint a proxy under section 324 of the Companies Act 2008 and article 21.
 - (4) The notice must be given to all the members and to the Trustees and auditors.
15. The proceedings at a meeting will not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 16.
- (1) No business shall be transacted at any general meeting unless a quorum is present.
 - (2) A **quorum** is 25 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
 - (3) The authorised representative of a member organisation must be counted in the quorum.
- 17.
- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;the meeting must be adjourned to such time as subject to article 17(2) and place as the Trustees determine.
 - (2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time constitute the quorum for that meeting.

Chairperson

18.

- (1) General meetings must be chaired by the person who has been appointed to chair meetings of the Trustees.
- (2) If the Chairperson is not present or has provided apologies or is not present within fifteen minutes of the time appointed for the meeting the vice chair or if there is no such person a Trustee nominated by the Trustees must chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she must chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

Adjournment

19.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting must be adjourned.
- (2) The person who is chairing the meeting must decide the date, as subject to article 19(4), time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (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.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.

Resolutions

20.

- (1) Decisions at general meetings must be made by passing resolutions:
 - (a) Decisions involving an alteration of the articles and other decisions so required by statute must be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or through an authorised representative or by proxy) and voting at a general meeting.

- (b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person, or through an authorised representative or by proxy) and voting.
- (2) Any vote at a meeting must 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:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (3)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote must be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
- (4)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand does not invalidate the result of a show of hands declared before the demand was made.
- (5)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.
- (6)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.

- (d) If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

21.

- (1) Proxies may only validly be 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 Trustees may determine; and
 - (d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) 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.

Delivery of proxy notices

22.

- (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 delivery to the charity by or on behalf of that person.

- (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 or on whose behalf the proxy notice was given.
- (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.
- (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 who executed it to execute it on the appointer's behalf.

Written resolutions

23.

- (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 is effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is in an organisation, its authorised representative may signify its agreement.

24. Subject to article 10, every member, whether an individual or an organisation has one vote.

25. 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 must be final.

26.

- (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The organisation must give written notice to the charity of the name of its representative. The representative is not entitled to represent the organisation at any meeting unless the notice has been received by the

charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.

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

Trustees

27.

- (1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 39.
- (3) The Trustees shall from their own number but who must also be a member of the charity appoint a Chairperson, Vice – Chairperson and a Treasurer and may from their own number appoint such other officers as may seem desirable all of who, shall (subject to article 32) serve for a three year term of office before being eligible for re-election. The Chairperson and Vice Chairperson must be a relative of a person with autism spectrum disability.

28. The minimum number of Trustees must be six and not more than thirteen.

29. The first Trustees must be those persons notified to Companies House as the first Trustees of the charity.

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

Powers of Trustees

31.

- (1) The Trustees must manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (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.

Retirement of Trustees

32. At each 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. If there is only one trustee, he or she must retire.

The Trustees to retire by rotation must be those who have been longest in office since their last appointment. If any trustees became or were appointed trustees on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

No Trustee shall serve for more than twelve consecutive years unless the Trustees consider it would be in the best interests of the charity for a particular trustee or trustees to continue to serve beyond that period and that trustee or trustees are reappointed in accordance with the Articles.

33. If a Trustee is required to retire at an annual general meeting by a provision of the articles, the retirement must take effect upon the conclusion of the meeting.

Appointment of Trustees

34. The charity may by ordinary resolution:

- (1) Appoint a person who is willing to act to be a Trustee, and
- (2) Determine the rotation in which any additional Trustees are to retire.

35. (1) No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:

- (a) he or she is recommended for re-election by the Trustees; or
- (b) 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 any two members entitled to vote at the meeting;
 - (b) states the intention of the members 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 at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(2) The Trustees may appoint upon such conditions as they think fit up to three persons to the board for the purpose of receiving expertise in specific required areas provided that none of such persons so appointed shall have any vote at meetings of the Trustees.

36. All members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
37. (1) The Trustees having regard to the balance of the interests of the charity as a whole may appoint a person who is willing to act to be a Trustee provided that same shall not exceed one third in number of the total membership of the board of Trustees.
- (2) A Trustee appointed by 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.
38. The appointment of a Trustee, whether by the charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

39. A Trustee must cease to hold office if he or she:
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
 - (2) is disqualified from acting as a trustee by virtue of sections 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of those provisions);
 - (3) ceases to be a member of the charity;
 - (4) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - (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);
 - (6) is absent without the permission of the Trustees from all their meetings held within a period of three consecutive months and the Trustees resolve that his or her office be vacated.

Remuneration of Trustees

40. The Trustees must not be paid any remuneration unless it is authorised by article 6.

Quorum for Trustees' meeting

41.

- (1) 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.

'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

- (2) The quorum must be three, or such larger number as may be decided from time to time by the Trustees.
- (3) A Trustee must not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

Proceedings of Trustees

42.

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting has a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

43. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

Chairperson

44.

- (1) The Trustees must appoint a Trustee to chair their meetings and may at any time revoke such appointment. The Chairperson must be a relative of a person with autism spectrum disability.
- (2) If no one has been appointed to chair 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 vice-chair or if there is no such person the Trustees present may appoint one of their numbers to chair the meeting.

- (3) The person appointed to chair meetings of the Trustees must have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.

Trustees' written resolutions

45.

- (1) A resolution in writing signed by all the Trustees on the matter will be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held and may consist of several documents in like form each signed by one or more Trustees. The date of a written resolution will be the date on which the last Trustee entitled to vote signs.
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a Trustees meeting duly convened and held, provided the following conditions are complied with:
 - (a) such a resolution must be approved by email by all the Trustees entitled to vote on the matter;
 - (b) approval must be received by the person nominated in advance by the Trustees for that purpose (the "recipient"); and
 - (c) approval from a Trustee must be sent from an email address previously notified in writing (not using electronic means) by that Trustee to the charity as intended for use by that Trustee for the purpose.
- (3) Following receipt of all responses on any resolution, the recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this clause.
- (4) The date of a resolution shall be the date of the email from the recipient confirming formal approval.

Delegation

46.

- (1) The Trustees may delegate any of their powers or functions to committees consisting of such Trustees or Members as they think fit and any committees so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and

proceedings of the committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.

- (2) The Trustees may revoke or alter a delegation.
- (3) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Validity of Trustees' decisions

47.

- (1) Subject to article 46 (2), all acts done by a meeting of Trustees, or of a committee of Trustees, are valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the articles of association to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Article 46 (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 of a committee of Trustees if, but for article 46 (1), the resolution would have been void, or if the Trustee has not complied with article 7.

Seal

48. If the charity has a seal, it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who must sign any instrument to which the seal is affixed and unless otherwise so determined it must be signed by a Trustee and by the secretary (if any) or by a second Trustee.

Minutes

49. The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the charity;
- (3) meetings of the Trustees and committees of Trustees and/or members including:
 - (a) the names of the Trustees/members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

50.

- (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.
- (2) The Trustees must keep accounting records as required by the Companies Act and charity legislation.

Annual Report and Return and Register of Charities

51.

- (1) The Trustees must comply with the requirements of the Charities Act (Northern Ireland) 2008 once commenced with regard to the:
 - (a) preparation of the statements of account and the transmission of a copy of it to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
 - (d) the auditing or independent examination of the statement of account of the charity.
- (2) The Trustees must notify the Commission promptly of any changes to the charity's entry on the register of charities.

Means of communication to be used

52.

- (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
 - (2) Subject to the articles, any notice or document to be sent or supplied to a 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.
53. Any notice to be given to or by any person pursuant to the articles:
 - (1) must be in writing; or
 - (2) must be given in electronic form
54.
 - (1) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice of 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.
 - (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom is not entitled to receive any notice from the charity.
55. A member present in person at any meeting of the charity is deemed to have received notice of the meeting and of the purposes for which it was called.
56.
 - (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.
 - (2) Proof that an electronic form of notice was given is conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

- (3) In accordance with section 1147 of the Companies Act 2006 notice is deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

57.

- (1) The charity may indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 and 234 of the Companies Act 2006.
- (2) In this article a 'relevant Trustee' means any Trustee or former Trustee of the charity.

Rules

58.

- (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) 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;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) 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;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or byelaws must be binding on all members of the charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

59. If a dispute arises between members of the charity about the validity or propriety or 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.

Dissolution

- 60.
- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, must on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
 - (c) to any Charity or Charities for use for particular purposes that fall within the Objects.
 - (2) Subject to any such resolution of the members of the charity, the Trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, must on or before dissolution of the charity be applied or transferred:
 - (a) directly for the Objects, or
 - (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
 - (c) to any Charity or Charities for use for particular purposes that fall within the Objects.
 - (3) In no circumstances must the net assets of the charity be paid to or distributed among the members of the charity, (except to a member that is itself a charity) and if no resolution in accordance with article 60(1) is

passed by the members or the Trustees the net assets of the charity must be applied for charitable purposes as directed by the Court or Commission.