



Peter Davies
(Chair)

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association

of

Wales Council for Voluntary Action (The) Cyngor Gweithredu Gwirfoddol Cymru (Y)

Company no 425299

(as adopted by Special Resolution dated 24 November 2016)

- 1 **The company's name is Wales Council for Voluntary Action (The)**

(and in this document it is called the "Council").

Interpretation

- 2 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 Council;

"AGM" means the Council's annual general meeting;

"the articles" means the Council's articles of association;

“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Council and whose name is given to the Council in accordance with these Articles;

"the Council" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a 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 England and Wales;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Council;

"the directors" means the directors of the Council. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

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

“member” means those members who are members of the Council for the purposes of the Companies Acts

“the memorandum” means the Council’s memorandum of association;

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

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

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

“Wales” means the geographical area governed by the Welsh Assembly Government from time to time

“WCVA Board” means the directors of the Council collectively

"the United Kingdom" means Great Britain and Northern Ireland; and

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

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

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.

Liability of members

- 3.1 The liability of the members is limited.
- 3.2 Every member of the Council promises, if the Council is dissolved while it is a member or within twelve months after it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded it towards the payment of the debts and liabilities of the Council incurred before it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

4. The objects of the Charity are:
 - 4.1 To promote, in such manner as shall be consistent with Charity Commission published guidance from time to time and for the benefit of the public in Wales, the voluntary sector and the promotion of charitable purposes through that sector's provision of benefit to the public in particular, but not exclusively, by:

Providing services, education, training, information, advice and support to charities and other voluntary organisations in Wales;

In this clause "voluntary sector" shall be interpreted in accordance with Charity Commission guidance and mean charities and voluntary organisations and

 - **Charities** are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales.
 - **Voluntary organisations** are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities."
 - 4.2 To advance other such objects or purposes which are exclusively charitable according to the law of England and Wales in any part of the world and in such manner as the directors may in their absolute discretion think fit.

Powers

- 5 The Council has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular (but not exclusively), the Council has power:
 - 5.1 To engage in, carry out, commission and promote research, consultation and campaigning; to hold meetings (public or otherwise) exhibitions, lectures, classes, seminars and courses; to canvass views from and enter into dialogue with the public voluntary agencies, charities, statutory authorities, local, regional, national and international governmental bodies or any person or group of persons and to publish, disseminate, report on, use and provide to any person the results of any research, consultation, canvassing of views or dialogue engaged in, carried out or promoted by or on behalf of the Council or any policies or views formulated or developed by or on behalf of the Council.
 - 5.2 To provide and publish in any media (including electronic), advice, information, books, newsletters, pamphlets, reports, leaflets, journals, films and instructional matter
 - 5.3 To advertise and market the products and services provided by the Council or its members
 - 5.4 To apply for and take out, purchase, sell or otherwise acquire, licence or dispose of any trade and service marks and names, designs, patents, patent rights, copyrights, topography rights and utility models
 - 5.5 To provide services and facilities for the voluntary sector and to charge for the same if so desired
 - 5.6 To raise funds by any means including trading in furtherance of the objects. In doing so, the Council must not undertake any substantial and permanent trading activity and must comply with any relevant statutory regulations;
 - 5.7 To buy, take on lease or in exchange, hire or otherwise acquire any property and to construct and maintain and equip it for use;
 - 5.8 To sell, lease or otherwise dispose of all or any part of the property belonging to the Council. In exercising this power, the Council must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - 5.9 To borrow money and to charge the whole or any part of the property belonging to the Council as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation, but only in accordance with the provisions of the Charities Act 2011;
 - 5.10 To receive donations, endowments, sponsorship fees, subscriptions and legacies and to undertake and execute any charitable trusts;

- 5.11 To make grants or loans of money or other assets or otherwise provide credit and financial accommodation or to give guarantees on behalf of any person;
- 5.12 To enter into contracts to provide goods and or services to or on behalf of other bodies;
- 5.13 To co-operate with other charities, voluntary bodies, governmental bodies and statutory authorities and to exchange information and advice with them;
- 5.14 To establish, aid or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.15 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other body;
- 5.16 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.17 To employ and remunerate on appropriate terms (including as to pensions or superannuation) such staff as are necessary for carrying out the work of the Council. The Council may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.18 To:
 - a) deposit or invest funds;
 - b) employ a professional fund-manager; and
 - c) arrange for the investments or other property of the Council to be held in the name of a nominee;
 - d) in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 5.19 To provide indemnity insurance for the directors in accordance with, and subject to the provisions of the Charities Act 2011;

Application of income and property

- 6.1 The income and property of the Council shall be applied solely towards the promotion of the objects and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise, whatsoever by way of profit to the members of the Council and no director shall be appointed to any office of the Council paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Council, PROVIDED THAT nothing shall prevent any payment in good faith by the Council:

- 6.1.1 Of reasonable and proper remuneration to any member, officer or employee of the Council (not being a director) for any services rendered to the Council;
- 6.1.2 Of interest on money lent by any member of the council or director at a rate per annum not exceeding two per cent less than the base lending rate of the Council's bankers or three per cent, whichever is the greater;
- 6.1.3 Of reasonable and proper rent for premises demised or let by any member of the Council or director;
- 6.1.4 Of fees, remuneration or other benefits in money or money's worth to a company of which a director may be a member holding not more than 1/100th part of the capital of the company;
- 6.1.5 Of grants, loans, donations or any other kind of financial assistance to any person being a member of the Council or director as a beneficiary;
- 6.1.6 To any director in respect of reasonable out-of-pocket expenses;
- 6.1.7 With respect to any indemnity insurance for the directors strictly in accordance with the restrictions in article 5.19 above.

Members

- 7.1 At the date of adoption of these Articles all existing members of the Council (that are registered in the register of members of the Council) shall continue as members until their membership is next due for renewal.
- 7.2 Any Third Sector organisation active in Wales may be admitted as a member of the Council.

(In these Articles we use the definition of "Third Sector organisations" accepted by the Welsh Government, which shall mean independent, non-governmental bodies that:

- may be established voluntarily by people who choose to organise themselves; and
- are 'value-driven' and motivated by social, cultural or environmental objectives, rather than simply to make a profit; and
- are committed to reinvesting their surpluses to further their social aims and for the benefit of people and communities in Wales

Third Sector organisations will include community associations, self-help groups, voluntary organisations, charities, faith-based organisations, social enterprises, community businesses, housing associations, development trusts, co-operatives and mutual organisations.)

- 7.3 Every application for membership shall be considered by the WCVA Board (or its nominated representative) as soon as practicable after it is received. The WCVA Board may accept or reject applications at its discretion.

The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

The directors must consider (in accordance with a process established by them and recorded in writing) any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

- 7.4 The Council shall maintain a register of members in which shall be recorded the name and address of every member together with the dates on which they became and ceased to be a member. A duly authorised representative of every organisation which is a member shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 7.5 A member shall notify the Secretary in writing within seven days of a change to its address.
- 7.6 Members shall pay such annual membership subscription as is set by the WCVA Board.
- 7.7 The directors may establish classes of **informal membership** and prescribe the privileges and duties of such classes and set the amounts of any subscriptions.

Termination of membership

- 8 Membership of the Council is not transferable.
- 9 Membership is terminated if:
- a) the member ceases to fall within the definition of a Third Sector organisation as specified by Article 7(2);
 - b) the member ceases to exist;
 - c) the member resigns by written notice to the Council unless, after the resignation, there would be less than two members;
 - d) any sum due from the member to the Council is not paid in full within six months of it falling due;
 - e) the member is removed from membership by a resolution of the directors that it is in the best interests of the Council that its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (1) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

- (2) the member's representative (who need not be a member of the Council) has been allowed to make representations to the meeting.

General meetings

- 10 The Council shall in each calendar year hold a General meeting as its Annual General meeting and shall specify the meeting as such in the notices calling it. Every Annual General meeting shall be held not more than fifteen months after the holding of the last preceding Annual General meeting.
- 11 The business of an Annual General Meeting shall include:
 - a) The consideration of the Report and Accounts presented by the WCVA Board and of the auditor's report;
 - b) the election of WCVA Board members
 - c) the appointment of the auditor or auditors
 - d) such other business as may have been specified in the notices calling the meeting.

Notice of general meetings

- 12.1 The minimum periods of notice required to hold a general meeting of the Council 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.
- 12.2 A general meeting may be convened whenever the WCVA Board thinks fit and shall be convened on the request of ten per cent of the members of the Council. A general meeting may be convened 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.
- 12.3 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. If the meeting is to consider a Special Resolution or a resolution to remove a member of the WCVA Board or the auditor, the resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- 12.4 The notice must be given to all the members and to the directors and auditors and the president of WCVA and to such other persons who are entitled to receive notice.

- 12.5 To facilitate the organisation and administration of any general meeting, the WCVA Board may decide that the meeting shall be held at two or more locations, in which case the following provisions shall apply:
- a) Any general meeting of the Council taking place at two or more locations shall be treated as taking place where the chairman of the meeting presides (the **principal meeting place**) and any other location where that meeting takes place is referred to in this article as a **satellite meeting**.
 - b) A member present through their authorised representative or by proxy at a satellite meeting may be counted in the quorum and may exercise all rights that they would have been able to exercise if they were present at the principal meeting place.
 - c) The WCVA Board may make and change from time to time such arrangements as they shall in their absolute discretion consider appropriate to:
 - (i) ensure that all members and proxies for members wishing to attend the meeting can do so;
 - (ii) ensure that all persons attending the meeting are able to participate in the business of the meeting and to see and hear anyone else addressing the meeting;
 - (iii) ensure the safety of persons attending the meeting and the orderly conduct of the meeting; and
 - (iv) restrict the numbers of members and proxies at any one location to such number as can safely and conveniently be accommodated there.
 - d) The entitlement of any member or proxy to attend a satellite meeting shall be subject to any such arrangements then in force and stated by the notice of the meeting or adjourned meeting to apply to the meeting.
 - e) If there is a failure of communication equipment or any other failure in the arrangements for participation in the meeting at more than one place, the chairman may adjourn the meeting in accordance with article 18. Such adjournment will not affect the validity of such meeting, or any business conducted at such meeting up to the point of adjournment, or any action taken pursuant to such meeting.
 - f) A person (**satellite chairman**) appointed by the WCVA Board shall preside at each satellite meeting. Every satellite chairman shall carry out all requests made of him by the chairman of the meeting, may take such action as he thinks necessary to maintain the proper and orderly conduct of the satellite meeting and shall have all powers necessary or desirable for such purposes.
- 13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Council.

- 14 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting.

Proceedings at general meetings

- 15.1 No business shall be transacted at any general meeting unless a quorum is present.
- 15.2 A quorum is ten members present in person by their authorised representatives (in the case of a member organisation) or by proxy
- 16.1 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;
 - c) the meeting shall be adjourned to such time and place as the directors shall determine.
- 16.2 The directors 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.
- 16.3 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 shall constitute the quorum for that meeting.
17. At every General Meeting the Chair of the Council shall preside, but if s/he is not present at the commencement of the meeting the Vice-Chair(s) shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
18. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two authorised representatives of the members present. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the council shall

be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.

- 20 If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A secret ballot may not be demanded on the election of a Chair or on any question of adjournment.
- 21 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
- 22 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall have a casting vote in addition to any which s/he may already hold.

Content of proxy notices

- 23.1 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 directors may determine; and
 - d) is delivered to the Council in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 23.2 The Council may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 23.3 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.
- 23.4 Unless a proxy notice indicates otherwise, it must be treated as -
- a) 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
 - 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

- 24.1 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 Council by or on behalf of that person.
- 24.2 An appointment under a proxy notice may be revoked by delivering to the Council a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 24.3 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.
- 24.4 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

- 25 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 shall be effective provided that the requirements of the Companies Act 2006 have been complied with.

Votes of members

- 26 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.
- 27.1 Any organisation that is a member of the Council may nominate any person to act as its authorised representative at any meeting of the Council.
- 27.2 The organisation must give written notice to the Council of the name of its authorised representative. The authorised representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Council. The authorised representative may continue to represent the organisation until written notice to the contrary is received by the Council.
- 27.3 Any notice given to the Council will be conclusive evidence that the authorised representative is entitled to represent the organisation or that his or her authority has been revoked. The Council shall not be required to consider whether the authorised representative has been properly appointed by the organisation.

Directors

- 28.1 A director must be a natural person aged 16 years or older.
- 28.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 40.

- 29 The number of directors shall be not less than ten and not more than sixteen authorised representatives of members.
- 30 Up to twelve members of the WCVA Board shall be elected by the members at an Annual General Meeting in accordance with such procedures for nomination and election as may be adopted by the WCVA Board from time to time ("Elected Directors"). Up to four directors may be appointed by the WCVA Board ("Appointed Directors").
- 31 The WCVA Board may at any time co-opt any person to fill a casual vacancy occurring in the WCVA Board. Such co-opted WCVA Board members may be removed or replaced by the WCVA Board at any time and shall otherwise, subject to article 40 below, serve until the end of the Annual General Meeting following their co-option. A retiring co-opted member shall be then eligible for further co-option, subject to article 34.4 below.
- 32 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 33.1 The directors shall manage the business of the Council and may exercise all the powers of the Council unless they are subject to any restrictions imposed by the Companies Acts, the Charities Act 2011, the articles or any special resolution.
- 33.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 33.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

- 34.1 Directors shall retire by rotation. The Elected Directors to retire by rotation shall be those who have then served for a continuous term of three years following their election or re-election.
- 34.2 The Appointed Directors to retire by rotation shall be those who have then served for a continuous term of three years following their appointment or re-appointment.
- 34.3 If a Director is required to retire at an Annual General Meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 34.4 A retiring Director shall be eligible for re-election for a further term of three years provided that no Director shall serve for more than 9 consecutive years in office unless otherwise determined by way of resolution of the WCVA Board.

35 For the avoidance of doubt, the directors in office at the date of adoption of these articles continue in office in accordance with the provisions of the articles of association existing immediately prior to such adoption.

Election of directors

36 The Council may by ordinary resolution elect a person who is willing to act to be a director as an Elected Director.

37 No person other than a director retiring by rotation may be elected a director at any general meeting unless:

37.1 he or she is recommended for re-election by the directors; or

37.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Council 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 election of a person as a director;

c) contains the details that, if the person were to be elected, the Council 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 elected.

38 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to elect a director other than a director who is to retire by rotation.

39 The election of a director, by the Council in general meeting or appointment by the WCVA Board as an Appointed Director or by co-option under article 31, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

Disqualification and removal of directors

40 A director shall cease to hold office if he or she:

40.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

40.2 is disqualified from acting as a trustee under the Charities Act 2011;

40.3 is an Elected Director and ceases to be an authorised representative of a member of the Council;

- 40.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 40.5 resigns as a director by notice to the Council (but only if at least two directors will remain in office when the notice of resignation is to take effect);
or
- 40.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated or is absent for any three meetings in a twelve month period with or without the permission of the directors and the directors resolve that his or her office be vacated.

Remuneration of directors

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

Proceedings of the WCVA Board

- 42 The directors shall hold at least four meetings each financial year and may adjourn and otherwise regulate their meetings as they think fit.
- 43 Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 44 The quorum necessary for the transaction of the business of the WCVA Board shall be 5 directors.
- 45 The WCVA Board may act regardless of any vacancy in their body but, if and so long as their number is less than six, the WCVA Board may act for the purposes of increasing the number of directors to at least that number, or of summoning a General meeting of the Council, or to preserve and protect the assets of the Council but for no other purpose.
- 46 At every WCVA Board meeting the Chair of the Council shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chair(s) shall preside, and in the event of her/his absence the directors present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 47 The WCVA Board shall cause accurate records to be made, in books provided for that purpose, of:
 - a) the name, details and date of appointment of all persons appointed to office;

- b) the names of the WCVA Board members, officers, members, nominees and other persons present at all General, WCVA Board and Special Committee meetings of the council;
- c) minutes of all proceedings and resolutions at all General, WCVA Board and Special Committee meetings of the council;
- d) all applications of the Seal to any document.

48 All such records and minutes shall be open to inspection during normal working hours by any members of the Council and by any person authorised by the Council in General Meeting provided that certain records and minutes may be classified as confidential by the WCVA Board and shall only be available to current WCVA Board members.

49 The WCVA Board may delegate any of their powers to Special Committees consisting of such members of their body and/or the council as they think fit. Any Special Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the WCVA Board which regulations shall always include provision for regular and prompt reports to the WCVA Board.

50 The WCVA Board may from time to time adopt, amend and vary such Regulations (or bye-laws or standing orders or otherwise) concerning the governance of the council as it sees fit, provided that such Regulations shall not be inconsistent with the provisions of these Articles of Association or of the law generally. Any Regulations so adopted shall be published promptly and sent to all members of the council and shall take effect immediately upon their adoption.

51 All acts done by any meeting of the WCVA Board or by any person acting as a member of the WCVA Board shall, even if it be afterwards discovered that there was some defect in the appointment of any such director or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

52 A resolution in writing, signed by a majority of directors who for the time being are entitled to vote, shall be valid and effective as it had been passed at a meeting of the WCVA Board, and may consist of several documents in the same form, each signed by one or more WCVA Board members.

53 The WCVA Board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

54 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

55 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

56 In the event that the number of directors falls below that set as the quorum for the WCVA Board the remaining directors may continue to act for the purposes of:

- (a) co-opting further directors pursuant to article 31;
- (b) calling a general meeting of members; and
- (c) preserving and protecting the assets of the Council.

Declaration of directors' interests

57 A director 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 Council or in any transaction or arrangement entered into by the Council which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests

- 58.1
- a) If a conflict of interests arises for a director 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 conflicted directors may authorise such a conflict of interests where the following conditions apply:
 - b) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - c) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - d) the un-conflicted directors consider it is in the interests of the Council to authorise the conflict of interests in the circumstances applying.

58.2 In this article 58 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 director or to a connected person.

Accounts

59.1 The directors 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.

59.2 The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 60.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- a) transmission of the statements of account to the Council;
 - b) preparation of an Annual Report and its transmission to the Commission;
 - c) preparation of an Annual Return and its transmission to the Commission.
- 60.2 The directors must notify the Commission promptly of any changes to the Council's entry on the Central Register of Charities.

Means of communication to be used

- 61.1 Subject to the articles, anything sent or supplied by or to the Council 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 Council.
- 61.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 62 Any notice to be given to or by any person pursuant to the articles:
- a) must be in writing; or
 - b) must be given in electronic form.
- 63.1 The Council may give any notice to a member either:
- a) by hand delivery to their address or authorised representative; or
 - b) by sending it by post in a prepaid envelope addressed to the member at its 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.
- 63.2 A member who does not register an address with the Council or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Council.
- 64 A member present in through their authorised representative at any meeting of the Council shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 65.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 65.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 65.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - a) 48 hours after the envelope containing it was posted; or
 - b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 66 In the execution of the objects of the Council no director of the WCVA Board or the Secretary, auditor or other officer of the council shall be liable for any loss to the property of the Council arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons, or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question
- 67.1 The Council may indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 67.2 In this article a “relevant director” means any director or former director of the Council.
- 68. The Council may indemnify an auditor against any liability incurred by him or her or it.
 - 68.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - 68.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

- 69.1 The directors 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 Council.
- 69.2 The bye laws may regulate the following matters but are not restricted to them:
- a) the admission of members of the Council (including the admission or rejection 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 Council in relation to one another, and to the Council's employees and volunteers;
 - c) the setting aside of the whole or any part or parts of the Council'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 directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - e) the procedures to be followed for the elections of Elected Directors and the appointment of Appointed Directors;
 - f) the procedure to be followed to establish any advisory committee or group including a membership forum for the purposes of member engagement and representation (having such name or title as the WCVA Board may decide but for the purposes of these articles shall be referred to as "**Membership Forum**"), and including (but not limited to) the selection and/or election of members of the Membership Forum and terms of reference for the Membership Forum;
 - g) generally, all such matters as are commonly the subject matter of company rules.
- 69.3 The Council in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 69.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Council.
- 69.5 The rules or bye laws shall be binding on all members of the Council. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Dissolution

- 70.1 The members of the Council may at any time before, and in expectation of, its dissolution resolve that any net assets of the Council after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Council be applied or transferred in any of the following ways:
- a) directly for the Objects; or
 - b) by transfer to any Council or charities for purposes similar to the Objects; or
 - c) to any Council or charities for use for particular purposes that fall within the Objects.
- 70.2 Subject to any such resolution of the members of the Council, the directors of the Council may at any time before and in expectation of its dissolution resolve that any net assets of the Council after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Council be applied or transferred:
- a) directly for the Objects; or
 - b) by transfer to any Council or charities for purposes similar to the Objects; or
 - c) to any Council or charities for use for particular purposes that fall within the Objects.
- 70.3 In no circumstances shall the net assets of the Council be paid to or distributed among the members of the Council (except to a member that is itself a Council) and if no resolution in accordance with article 59(1) is passed by the members or the directors the net assets of the Council shall be applied for charitable purposes as directed by the Court or the Commission.

Amendments

- 71 Amendments to the Articles of Association of the Council may only be made by Special Resolution passed at a General Meeting convened for the purpose or in writing in accordance with Article 25. No amendment may be made which would cause the Council to cease to be a charity in law.