Dr Neil Wooding CBE, Chair, WCVA

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association

of

Wales Council for Voluntary Action
Cyngor Gweithredu Gwirfoddol Cymru

Company no 425299
Charity number: 218093

(as adopted by Special Resolution dated 24 November 2016 as amended .....)

1. Name

The company's name is Wales Council for Voluntary Action

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

2. Interpretation

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;

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

“authorised representative” means an individual who is authorised by a non-voting Partner 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;

“Connected Person” means, in relation to a director:

(i) a child, parent, grandchild, grandparent, brother or sister of that director;

(ii) the spouse or civil partner of that director or of any person falling within (i) above;

(iii) a person carrying on business in partnership with that director or with any person falling within (i) or (ii) above;

(iv) an institution which is controlled (whether directly or through one or more nominees):

(1) by that director or any person falling within (i), (ii) or (iii) above or (v) below; or

(2) by two or more persons falling within (1) above, when taken together;

(v) a body corporate in which:

(1) that director or any person falling within (i), (ii) or (iii) or (iv) above has a substantial interest; or

(2) two or more persons falling within (1) above who, when taken together, have a substantial interest,

and sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

"the directors" means the directors of the Council. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“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;

"meeting" includes, except where inconsistent with any legal obligation:

(a) a physical meeting;

(b) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation;

(c) a telephone conferencing; and

(d) a combination of the above

where all participants are able to identify each other and communicate appropriately with all other participants;

“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);

“Partner” and “Partnership” means a (non-voting) organisation who is admitted to partnership of the Council under article 9 but who is not entitled to vote at general meetings;

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

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

“WCVA Board” means the directors of the Council collectively; and

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

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.

3. 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 of 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.

4. Objects

The objects of the Council 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;

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.

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.

5. Powers

The Council has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular (but not exclusively), the Council has the power:

5.1 To engage in, carry out, commission and promote research, consultation, campaigning and advocacy;

5.2 To hold meetings (public or otherwise), exhibitions, lectures, classes, seminars and courses;

5.3 To canvass views from and enter into dialogue with 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;

5.4 To provide and publish in any media (including electronic), advice, information, books, newsletters, pamphlets, reports, leaflets, journals, films and instructional matter;

5.5 To advertise and market the products and services provided by the Council or its Partners;

5.6 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;

5.7 To provide services and facilities for the voluntary sector and to charge for the same if so desired;

5.8 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 in such manner or on such a scale that some or all of the profits are subject to corporation tax and must comply with any relevant statutory regulations;

5.9 To buy, take on lease or in exchange, hire or otherwise acquire any property and to construct and maintain and equip it for use;

5.10 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 the Charities Act 2011;

5.11 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;

5.12 To receive donations, endowments, sponsorship fees, subscriptions and legacies and to undertake and execute any charitable trusts;

5.13 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 or organisation;

5.14 To enter into contracts to provide goods and/or services to or on behalf of other bodies;

5.15 To co-operate with other charities, voluntary bodies, governmental bodies and statutory authorities and to exchange information and advice with them;

5.16 To establish, aid or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.17 To acquire or merge with another organisation with charitable purposes similar to or included in the Objects;

5.18 To enter into any partnership or joint venture arrangement with any other body;

5.19 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.20 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 7 provided it complies with the conditions in those articles;

5.21 To undertake the following 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:

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.

5.22 To provide indemnity insurance for the directors in accordance with, and subject to the provisions of the Charities Act 2011;

5.23 To establish or acquire subsidiaries.

6. Application of income and property

6.1 The income and property of the Council shall be applied solely towards the promotion of the Objects.

6.2

a) A director is entitled to be reimbursed from the property of the Council or may pay out of such property reasonable expenses properly incurred by him, her or them when acting on behalf of the Council.

b) A director may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

c) A director may receive an indemnity from the Council in the circumstances specified in article 22.

d) A director may not receive any other benefit or payment unless it is authorised by article 7.

6.3 Subject to article 7, none of the income or property of the Council may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Council. This does not prevent a Member who is not also a director receiving:

a) a benefit from the Council in the capacity of a beneficiary of the Council;

b) reasonable and proper remuneration for any goods or services supplied to the Council.

7. Benefits and payments to directors and connected persons

7.1 General provisions

No director or connected person may:

a) buy any goods or services from the Council on terms preferential to those applicable to members of the public;

b) sell goods, services, or any interest in land to the Council;

c) be employed by, or receive any remuneration from, the Council;

d) receive any other financial benefit from the Council;

unless the payment is permitted by article 7.2 or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article 7, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and powers permitting directors' or connected persons' benefits

a) A director or connected person may receive a benefit from the Council in the capacity of a beneficiary of the Council provided that it is available generally to the beneficiaries of the Council.

b) A director 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 Council where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

c) Subject to article 7.3, a director or connected person may provide the Council with goods that are not supplied in connection with services provided to the Council by the director or connected person.

d) A director or connected person may receive interest on money lent to the Council 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 director or connected person may receive rent for premises let by the director or connected person to the Council. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

f) A director or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

7.3 Payment for supply of goods only – controls

The Council and its directors may only rely upon the authority provided by article 7.2(c) 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 Council or its directors (as the case may be) and the director 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 Council.

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 directors are satisfied that it is in the best interests of the Council to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him, her or them with regard to the supply of goods to the Council.

e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

f) The reason for their decision is recorded by the directors in the minute book.

g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.

7.4 In articles 7.2 and 7.3:

a) ‘Council’ includes any company in which the Council:

i. holds more than 50% of the shares; or

ii. controls more than 50% of the voting rights attached to the shares; or

iii. has the right to appoint one or more directors to the board of the company.

b) ‘connected person’ includes any person within the definition in article 2 (‘Interpretation’).

8. Members

8.1 The Council must maintain a register of Members.

8.2 The Members of the Council shall be its directors for the time being. The only persons eligible to be Members of the Council are its directors. Membership of the Council cannot be transferred to anyone else.

8.3 Any Member and director who ceases to be a director automatically ceases to be a Member.

9. Non-Voting Partnership (known as “Partners”)

9.1 The WCVA Board may create associate or other classes of non-voting Partnership (called Partners) and may determine the rights and obligations of any such Partners (including payment of fees), and the conditions for admission to, and termination of Partnership of any such class of Partners.

9.2 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 automatically become Partners until their Partnership is next due for renewal.

9.3 The Council shall maintain a register of Partners in which shall be recorded the name and address of every Partner together with the dates on which they became and ceased to be a Partner. A duly authorised representative of every organisation which is a Partner shall either sign a written consent to become a Partner or sign the register of Partners on becoming a Partner.

9.4 A Partner shall notify the secretary in writing within seven days of a change to its address.

9.5 Other references in this constitution to "Members" and "Membership" do not apply to Partners, and Partners do not qualify as Members for any purpose under the Charities Act 2011 or Companies Acts.

10. General meetings

10.1 Members are entitled to attend general meetings either personally or by proxy. Proxy forms must be delivered to the secretary at least 24 hours before the meeting.

10.2 The minimum periods of notice required to hold a general meeting of the Council are:

a) twenty-one clear days for a general meeting called for the passing of a special resolution;

b) fourteen clear days for all other general meetings.

10.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least five.

10.4 The Chair or (if the Chair is either not present or is unable or unwilling to do so) the Vice-Chair(s) or some other Member elected by those present presides at a general meeting.

10.5 Except where otherwise required by these articles or the Companies Acts, every issue is decided by a majority of the votes cast.

10.6 Every Member present in person or by proxy has one vote on each issue.

10.7 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

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.

10.8 In the case of an equality of votes, the Chair of the meeting shall have a casting vote in addition to any which they may already hold.

10.9 A general meeting may be called at any time by the directors and must be called within 21 days if required to do so pursuant to section 303 of the Companies Act 2006.

11. Directors

11.1 A director must be a natural person aged 16 years or older.

11.2 No one may be appointed a director if he, she or they would be disqualified from acting under the provisions of article 14.

11.3 The number of directors shall be not less than ten and not more than sixteen.

11.4 A director may not appoint an alternate director or anyone to act on his or her or their behalf at meetings of the WCVA Board.

12. Powers of directors

12.1 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.

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

12.3 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.

13. Appointment of directors

13.1 Every director must be appointed for a term of three years by a resolution passed at a properly convened meeting of the WCVA Board.

13.2 Every director after appointment or reappointment must sign a declaration of willingness to act as a director of the Council before they may vote at any meeting of the WCVA Board.

13.3 In selecting individuals for appointment as directors, the WCVA Board must have regard to the skills, knowledge and experience needed for the effective administration of the Council.

13.4 The WCVA Board may at any time co-opt, for such period as they consider appropriate and not exceeding three years, any individual who is qualified to be appointed as a director to fill a vacancy in their number or as an additional director, and such a co-opted director holds office only until removed by the WCVA Board at their absolute discretion or later expiry of the period for which they were initially co-opted.

14. Retirement and removal of directors

14.1 A director shall cease to hold office if he, she or they:

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

b) is disqualified from acting as a charity trustee under the Charities Act 2011;

c) in the written opinion, given to the Council, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

d) resigns as a director by notice to the Council (but only if at least ten directors will remain in office when the notice of resignation is to take effect);

e) 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, her or their 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, her or their office be vacated; or

f) is removed by a resolution passed by two-thirds majority of the WCVA Board on the grounds that in their reasonable opinion the director's continued appointment is harmful to the Council. The WCVA Board may only pass such a resolution after notifying the director in writing and considering the matter in light of any written representations (if any) which the director concerned puts forward within 14 clear days after receiving the written notice.

14.2 Subject to article 14.3, a retiring director may be reappointed for a further term of three years provided that no director (whether appointed or co-opted pursuant to article 13.4) may serve more than three consecutive terms in office.

14.3 A retiring director who has served for three consecutive terms in office can be reappointed for one additional term of not more than one year if it is determined by a resolution of the WCVA Board that the same is assessed by them to be in the best interests of the Council due to special circumstances existing at that particular point in time.

14.4 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.

14.5 Suspension of directors

a) The WCVA Board may, by a resolution passed by a two-thirds majority of the directors present and voting at a meeting convened for the purpose, suspend any director from their office if, in the reasonable opinion of the directors, such suspension is in the best interests of the Council while an investigation is carried out into any matter concerning that director.

b) Notice and Procedure

i. The director concerned shall be given written notice of the suspension and the reasons for it.
ii. The suspension shall take effect immediately upon the passing of the resolution unless the resolution provides otherwise.
iii. The suspended director shall not be entitled to attend board meetings or exercise any of the functions of a director during the period of suspension.
iv. The directors shall ensure that any investigation is carried out without undue delay.

c) The period of suspension shall not exceed three months, unless extended by a resolution of the directors, and shall be kept under review. The WCVA Board may lift the suspension at any time.

d) The director shall be afforded a fair opportunity to respond to any allegations or concerns and to make representations to the WCVA Board.

e) Suspension under this article shall not of itself amount to removal from office or imply any presumption of wrongdoing.

15. Proceedings of the WCVA Board

15.1 The directors shall hold at least four meetings in each financial year and may adjourn and otherwise regulate their meetings as they think fit.

15.2 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.

15.3 The quorum necessary for the transaction of the business of the WCVA Board shall be five directors.

15.4 The WCVA Board may act regardless of any vacancy in their body but, if and so long as their number is less than ten, the WCVA Board may act for the purposes of increasing the number of directors to at least that number, or to preserve and protect the assets of the Council but for no other purpose.

15.5 At every WCVA Board meeting the Chair of the Council shall preside, but if they are not present within fifteen minutes after the time appointed for the commencement of the meeting the Vice-Chair(s) shall preside, and in the event of their 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.

15.6 The WCVA Board shall cause accurate records to be made of:

a) the name, details and date of appointment of all persons appointed to office;

b) the names of the WCVA Board, officers, Partners, nominees and other persons present at all general meetings, WCVA Board meetings 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.

15.7 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 directors.

15.8 All acts done by any meeting of the WCVA Board or by any person acting as a director 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.

15.9 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 director.

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

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

15.12 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.

16. Delegation

16.1 The WCVA Board may delegate any of their powers or functions to committees consisting of such members of their body and/or the Council as they think fit. At least two members of every committee must be directors.

16.2 The terms of any delegation must be recorded in the terms of reference for the committee or in the minutes of the WCVA Board.

16.3 The directors may impose conditions when delegating, including the conditions that:

a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
b) no expenditure may be incurred on behalf of the Council except in accordance with a budget previously agreed with the directors.

16.4 Every committee shall be chaired by a director of the WCVA Board.

16.5 The directors may revoke or alter a delegation.

16.6 All acts and proceedings of any committees must be fully and promptly reported to the WCVA Board.

17. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he, she or they have 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 themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).

18. Conflicts of interests

18.1 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 un-conflicted directors may authorise such a conflict of interests where the following conditions apply:

a) 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;

b) 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

c) the un-conflicted directors consider it is in the interests of the Council to authorise the conflict of interests in the circumstances applying.

18.2 In this article 18 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.

19. Accounts

19.1 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.

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

20. Annual Report and Return and Register of Charities

20.1 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.

20.2 The directors must notify the Commission promptly of any changes to the Council's entry on the Register of Charities.

21. Means of communication to be used

21.1 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.

21.2 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.

21.3 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.

21.4 Notices and other documents to be served on Members or directors under the articles or the Companies Act may be served:

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 or director at their address; or

c) by leaving it at their address; or

d) by giving it in electronic form to their address.

21.5 A Member present in person or 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.

21.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

21.7 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.

21.8 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.

22. Indemnity

22.1 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 they 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.

22.2 The Council may indemnify a relevant director against any liability incurred by him, her or them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

22.3 In this article a “relevant director” means any director or former director of the Council.

22.4 The Council may indemnify an auditor against any liability incurred by them:

a) in defending proceedings (whether civil or criminal) in which judgment is given in his, her or their favour or he, she or they are acquitted; or

b) 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, her or them by the Court.

23. Rules

23.1 The WCVA Board may from time to time adopt, amend and vary such rules, regulations, bye-laws, standing orders or otherwise concerning the governance, conduct or management of the Council as it sees fit.

23.2 The bye-laws may regulate the following matters but are not restricted to them:

a) the procedures to be followed for the appointment of directors by the WCVA Board;

b) the admission of Partners of the Council (including the admission or rejection of organisations to partnership) and the rights and privileges of such Partners, and the entrance fees, subscriptions and other fees or payments to be made by Partners;

c) the conduct of directors and non-voting Partners of the Council in relation to one another, and to the Council's employees and volunteers;

d) 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;

e) 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;

f) generally, all such matters as are commonly the subject matter of company rules.

23.3 The directors must adopt such means as they think sufficient to bring any relevant rules and bye laws to the notice of the Partners of the Council.

23.4 The rules or bye laws shall take effect immediately upon their adoption and shall be binding on all Members and Partners of the Council.

23.5 No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles or the law generally.

24. Dissolution

24.1 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 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.

24.2 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 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.

24.3 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 charity) and if no resolution in accordance with article 24.1 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.

25. Amendments

Amendments to the articles 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 10. No amendment may be made which would cause the Council to cease to be a charity in law.