

Company Limited by Guarantee and not having a Share Capital

Memorandum
and
Articles of Association
of
The National Deaf Children's Society

Company Registration Number: 2752456

Charity Registration Number: 1016532

Adopted by Special Resolution dated:

2017

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JB/014690/88

The Companies Acts
Company Limited by Guarantee and not having a Share Capital

Memorandum of Association
of
The National Deaf Children's Society

Adopted by Special Resolution dated 2017

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

Names and Addresses of Subscribers

1. *Signature*

David John Rogers

14 Parkside, Beck Row
Mildenhall,
Bury St. Edmunds,
Suffolk IP28 8BJ

2. *Signature*

Hugh Gareth Jones

6 Jungwood Close,
Woodham,
Weybridge,
Surrey KT15 3PX

Dated: 21st September 1992

Witness to above signatures:

Signature

Colin Scott Hancock

12 New Road,
Walters Ash,
High Wycombe,
Buckinghamshire HP14 4UZ

The Companies Acts
Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

The National Deaf Children's Society

Adopted by Special Resolution dated: 2017

1. Interpretation

1.1 In these Articles and the Memorandum the following terms shall have the following meanings:

Term	Meaning
1.1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.1.2 “Articles”	these Articles of Association of the Charity
1.1.3 “Charity”	The National Deaf Children's Society
1.1.4 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.1.5 “clear days”	in relation to the period of a notice, that 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
1.1.6 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1.1.7 “Co-opted Trustee”	a Trustee has been co-opted by the Trustees under Article 14
1.1.8 “Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1.1.9 “Elected Trustee”	a Trustee who is the parent or carer of a deaf child or young person up to age 25 and who is a member of the Charity, and who has been elected by the voting members (or who has been appointed by the Trustees to fill a vacancy)
1.1.10 “electronic form” and “electronic	have the meanings respectively given to them

	<i>means</i>	in the Companies Act 2006
1.1.11	<i>“financial expert”</i>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
1.1.12	<i>“hard copy” and “hard copy form”</i>	have the meanings respectively given to them in the Companies Act 2006
1.1.13	<i>“Memorandum”</i>	the Memorandum of Association of the Charity
1.1.14	<i>“Regulations”</i>	constitutional rules of the Charity made under these Articles
1.1.15	<i>“Secretary”</i>	the secretary of the Charity (if any)
1.1.16	<i>“Subsidiary Company”</i>	any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company
1.1.17	<i>“Trustee” and “Trustees”</i>	director/directors as defined in the Companies Acts and charity trustee/trustees as defined in the Charities Acts

1.2 In these Articles :

- 1.2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity.
- 1.2.2 Subject to Article 1.2.1, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

2. **Name**

The company's name is The National Deaf Children's Society.

3. **Registered office**

The registered office of the Charity is situated in England and Wales.

4. **Objects**

The Charity's objects are to further the education of and to relieve the needs of deaf children and young people.

5. **Powers**

To further its objects the Charity may:

- 5.1 promote and encourage the education and training of teachers, students and other persons for the furtherance of the education and welfare of deaf children and young people;

- 5.2 promote, encourage or otherwise undertake organised research into issues connected with deafness in childhood;
- 5.3 investigate issues connected with deafness in childhood and to do all things possible to help such children, young people and their parents in any difficulties occasioned by or connected with such deafness;
- 5.4 give financial and/or material assistance where appropriate by way of grants to families of deaf children and young people;
- 5.5 purchase on behalf of deaf children and young people hearing aids and other apparatus designed to alleviate need relating to deafness and to supply direct to families and organisations upon application such hearing aids and other apparatus;
- 5.6 establish and support (financially or otherwise) other organisations carrying out objects similar to those of the Charity; subscribe, lend or guarantee money or property for charitable purposes; co-operate and exchange information and advice with any individuals, organisations and public or other bodies;
- 5.7 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 5.8 arrange, or support public meetings, lectures, conferences, seminars, courses of instruction and other educational activities, including for the consideration and discussion of issues arising out of deafness of children and young people;
- 5.9 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds in such manner and on such security as the Charity may think fit (subject to any consent required by law);
- 5.10 raise funds and to invite and receive contributions by way of subscription, covenant, donation, affiliation fees, legacies, grants or otherwise without prejudice to the ability of the Charity to disclaim any gift, legacy or bequest; provided that the Charity shall not (subject to Clause 5.26) undertake any permanent trading activities;
- 5.11 lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;
- 5.12 use any negotiable, transferable, or mercantile financial instruments;
- 5.13 subscribe for or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- 5.14 invest the moneys of the Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- 5.15 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects;
- 5.16 sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity with a view to the furtherance of its objects (subject to such consents as are required by law);
- 5.17 (subject to Article 6) to employ engage and pay employees, consultants and professional or other advisers;
- 5.18 make all reasonable and necessary provision for the payment of pensions and retirement benefits to or on behalf of employees and their spouses and dependants;
- 5.19 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 5.20 provide or procure the provision of advice, counselling and guidance;
- 5.21 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English and Welsh Charity may properly undertake;
- 5.22 enter into contracts to provide services to or on behalf of other bodies;
- 5.23 set aside funds for special purposes or as reserves against future expenditure;
- 5.24 delegate the management of investments to a financial expert or experts provided that:
 - 5.24.1 the investment policy is set down in writing for the financial expert or experts by the Trustees;
 - 5.24.2 the performance of the investments is reviewed regularly by the Trustees;
 - 5.24.3 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 5.24.4 the investment policy and the delegation arrangements are reviewed regularly by the Trustees;
 - 5.24.5 the financial expert or experts may not do anything outside the powers of the Trustees;
- 5.25 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert or experts acting under their instructions and pay any reasonable fee required;
- 5.26 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;

- 5.27 incorporate subsidiary companies to carry on any trade;
- 5.28 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
- 5.29 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 5.30 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, including without limitation any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - 5.30.1 any act or omission which he/she knew to be a breach of trust or breach of duty or which was committed by him/her in reckless disregard to whether it was a breach of trust or breach of duty or not;
 - 5.30.2 any liability incurred by him/her in defending any criminal proceedings in which he/she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him/her; or
 - 5.30.3 in relation to any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his/her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;
- 5.31 do all such other lawful things as may further the Charity's objects.

6. **Limitation on private benefits**

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.
- 6.2 Except as provided below no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of benefit to the members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 6.2.1 any payments made to any member, Trustee or Connected Person in their capacity as a beneficiary of the Charity;
 - 6.2.2 any payments made to any Trustee or officer under the indemnity provisions set out in the Articles;
 - 6.2.3 reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Charity (including services performed under a contract of employment with the Charity) provided that:

- (a) if such person is a Connected Person the Conflict of Interest procedure set out in the Articles must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
 - (b) this provision together with clause 6.2.9 may not apply to more than one third of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);
- 6.2.4 interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate;
- 6.2.5 any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
- 6.2.6 fees, remuneration or other benefits in money or money's worth to a company of which a member, Trustee or Connected Person holds less than 1% of the capital;
- 6.2.7 reasonable and proper out-of-pocket expenses of Trustees;
- 6.2.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 5.30;
- 6.2.9 reasonable and proper remuneration in accordance with section 185 of the Charities Act 2011 to any Trustee for any services supplied to the Charity on the instructions of the Trustees (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that:
- (a) the Conflict of Interest procedure set out in the Articles must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision; and
 - (b) this provision together with clause 6.2.3 may not apply to more than one third of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee).
- 6.3 The restrictions on benefits and remuneration conferred on members of the Charity and on the Trustees by clause 6.2 and the exceptions to such restrictions in clauses 6.2.1 to 6.2.9 inclusive shall apply equally to benefits and remuneration conferred on members of the Charity and on the Trustees by any Subsidiary Company, and for this purpose references to the Charity in clauses 6.2.3 and 6.2.9 shall be treated as references to the Subsidiary Company.
- 6.4 If the Charity is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

7. **Limited liability**

- 7.1 The liability of the members is limited.

- 7.2 Every member of the Charity undertakes to contribute a sum not exceeding £1 to the assets of the Charity if it is wound up during his/her membership or within one year afterwards:
- 7.2.1 for payment of the debts and liabilities of the Charity contracted before he/she ceased to be a member;
 - 7.2.2 for the costs, charges and expenses of winding up;
 - 7.2.3 for the adjustment of the rights of the contributories among themselves.

8. **Winding up**

If any property remains after the Charity has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Charity, but must be given to some other institution or institutions with similar objects which is or are regarded as charitable under the law of every part of the United Kingdom. The institution or institutions to benefit maybe chosen by resolution of the members at or before the time of winding up or dissolution, and subject to any such resolution of the members may be chosen by resolution of the Trustees at or before the time of winding up or dissolution.

9. **Members**

- 9.1 Such persons as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Charity. The names of the members of the Charity shall be entered in the register of members.
- 9.2 Every person who wishes to become a member shall apply to the Charity in such form as the Trustees require. The Trustees shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 9.3 The Trustees shall have power to prescribe criteria for membership (but shall not, by doing so, be obliged to accept any person as a member) by a resolution passed by at least a 75% majority of all the Trustees.
- 9.4 If a person becomes a member as a representative of an unincorporated organisation, the name of the member, the name of the unincorporated organisation and the fact that the member is its representative shall be entered in the register of members. Subject to the Trustees' right to decline to accept any person as a member, the unincorporated organisation shall be entitled to replace the member who is its representative with another person by giving notice to the Charity and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
- 9.5 Every corporate member shall appoint an individual to represent it at meetings of the Charity and the name of such representative and the fact that he/she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice to the Charity.

- 9.6 Subject to Article 6 and 7, membership shall not be transferable and shall cease on death.
- 9.7 A member shall automatically cease to be a member:
- 9.7.1 on the expiry of at least seven clear days' notice given by him/her to the Charity of his/her intention to withdraw;
- 9.7.2 if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid seven days after notice served on the member by the Charity informing him/her that he/she will be removed from membership if it is not paid (the Trustees may re-admit to membership any person removed from membership on this ground on his/her paying such reasonable sum as the Trustees may determine);
- 9.7.3 if he/she has or receives a caution, or conviction in a court of law, of a serious criminal offence or any child related offence.
- 9.8 A member shall cease to be a member if a resolution is passed by the Trustees resolving that the member be removed on the ground that his/her continued membership is harmful to or is likely to become harmful to the interests of the Charity. Such a resolution shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A resolution so passed shall be final and there shall be no further representation allowed or appeal. A member removed by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him/her.
- 9.9 The Trustees reserve the right to suspend any member without prejudice if such member is charged or arrested in connection with allegations of any criminal offence or any child related offence.
- 9.10 Subject to the Companies Acts, the Trustees may, by a resolution passed by at least a 75% majority of all the Trustees, further to these Articles, by Regulations, establish, change and remove such classes or categories of membership as they think fit and rules of membership. The Trustees may at their discretion levy subscriptions on members of the Charity at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

10. **Full, Supporter and Associate Members**

The Trustees may establish, further to these Articles, by Regulations, such classes of full, supporter and/or associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription and including or excluding voting rights and/or rights to attend members meetings) as they think fit by a resolution passed by at least a 75% majority of all the Trustees. The Trustees may admit and remove such full and/or supporter and/or associate members in accordance with such Regulations as the Trustees shall make and all such full and/or supporter and/or associate members shall be company members of the Charity for the purposes of the Articles and the Companies Acts.

11. **Honorary positions**

The Trustees may appoint and remove any individual(s) as patron(s) or to other honorary positions in the Charity on such terms as they shall think fit.

Trustees

12. ***Number of and qualifications for Trustees***

- 12.1 There shall be at least three Trustees. The maximum number of Trustees shall be twelve. There shall be a majority of Elected Trustees.
- 12.2 All Elected Trustees must be carers or parents of deaf children or young people and members of the Charity.
- 12.3 No person may be appointed as a Trustee:
 - 12.3.1 unless he/she has attained the age of 18 years; or
 - 12.3.2 in circumstances such that, had he/she already been a Trustee, he/she would have been disqualified from acting under the provisions of the Articles.

13. ***Appointment and retirement of Elected Trustees***

- 13.1 At every annual general meeting one-third of the Elected Trustees, or the number nearest to one-third, shall retire from office. If there is only one Elected Trustee who is subject to retirement by rotation, he/she shall retire.
- 13.2 The Elected Trustees to retire by rotation shall be those who have been longest in office since their last election or re-election. As between persons who became or were last elected as Elected Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.
- 13.3 Subject to Article 13.4, if the Charity at the meeting at which an Elected Trustee retires by rotation does not fill the vacancy, the retiring Elected Trustee shall, if willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-election of the Elected Trustee is put to the meeting and lost.
- 13.4 An Elected Trustee who has served for three consecutive terms in office and/or nine continuous years as an Elected Trustee must take a break from office and may not be reappointed until at least three years after the commencement of his/her break from office.
- 13.5 No person other than an Elected Trustee retiring by rotation shall be elected or re-elected as an Elected Trustee at any general meeting unless he/she is recommended by the Trustees adopting, and as far as practicable, following an appropriate nominations process.
- 13.6 At least 21 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Elected Trustee retiring by rotation at the meeting) who is recommended by the

Trustees for election or re-election as an Elected Trustee at the meeting. The notice shall give the particulars of that person which would, if he/she were so elected or re-elected, be required to be included in the Charity's register of Trustees.

13.7 Subject to the above Articles the Trustees may appoint a person who is willing to act to be an Elected Trustee to fill a vacancy, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. An Elected Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Elected Trustees who are to retire by rotation at the meeting. If not elected at such annual general meeting, he/she shall vacate office at the end of the meeting. In the event that anything occurs to bring the number of Elected Trustees below a majority, to ensure continued constitutional compliance, the Trustees may agree, or resolve, that one or more of the Co-opted Trustees (as required) shall be temporarily suspended from office without a vote on the board, on the basis that the suspended Co-opted Trustee may otherwise continue to contribute to the proceedings of the Trustees as an invitee and shall revert to office as a Co-opted Trustee upon the appointment of an Elected Trustee restoring the requisite majority among the full board complement. In the absence of such necessary agreement or resolution, the suspension shall apply to the Co-opted Trustee who was most recently appointed, who is not an Honorary Officer, or if there is no such Co-opted Trustee, the Co-opted Trustee who was most recently appointed, who is an Honorary Officer.

13.8 Subject to the above Articles, an Elected Trustee who retires at an annual general meeting may, if willing to act, be re-elected. If he/she is not re-elected, he/she shall retain office until the meeting elects someone in his/her place, or if it does not do so, until the end of the meeting.

14. **Appointment and retirement of Co-opted Trustees**

14.1 Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Co-opted Trustee for such period as the Trustees may specify not exceeding two years, provided that the appointment does not cause the number of Co-opted Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Co-opted Trustees.

14.2 A Co-opted Trustee who has served consecutive periods in office totalling nine years must take a break from office and may not be reappointed for three years from date of the commencement of his/her break from office.

15. **Vacation of a Trustee's office**

15.1 The office of a Trustee shall be vacated if:

15.1.1 he/she ceases to be a Trustee by virtue of any provision of the Companies Acts or he/she becomes prohibited by law from being a Trustee;

15.1.2 he/she is disqualified under the Charities Act 2011 or Charities and Trustee Investment (Scotland) Act 2005 from acting as a Trustee;

15.1.3 he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

- 15.1.4 the Trustees reasonably believe he/she is suffering from mental disorder and incapable of acting and they resolve that he/she be removed from office;
 - 15.1.5 he/she resigns by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
 - 15.1.6 he/she fails to attend three consecutive meetings of the Trustees without reasonable apology and the Trustees resolve that he/she be removed for this reason;
 - 15.1.7 he/she has or receives a caution or a conviction in a court of law of a serious criminal offence or any child related offence;
 - 15.1.8 he/she fails to declare a personal interest in any manner in accordance with Article 43.
 - 15.1.9 he/she refuses to accept the aims and objects of the Charity;
 - 15.1.10 he/she displays, in the opinion of the Trustees, a flagrant disregard of any guidance or direction given by the Charity
 - 15.1.11 he/she undertakes any other activity where, in the sole discretion of the Trustees, the name and reputation of the Charity is brought into disrepute;
 - 15.1.12 at a general meeting of the Charity, a resolution is passed that he/she be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views;
 - 15.1.13 in the case of a Co-opted Trustee, by a resolution passed by at least a 75% majority of all the Trustees.
- 15.2 The Trustees reserve the right to suspend any Trustee without prejudice if such Trustee is charged or arrested in connection with allegations of any criminal offence or any child related offence.

16. ***Powers of Trustees***

- 16.1 Subject to the Companies Acts, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 16.2 The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Charity.
- 16.3 All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his/her appointment or that he/she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

16.4 Subject to the Articles the Trustees may regulate their proceedings as they think fit. The quorum for Trustee meetings shall be a minimum of three and may be set at a higher number, with further conditions, by Regulations.

17. **Chair**

17.1 The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him/her from that office. The Chair shall be an Elected Trustee. The Trustees may, by Regulations, establish further provisions relating to the Chair

18. **Delegation of Trustees' powers**

The Trustees may delegate any of their powers or functions to any committee or the implementation of any of resolution- and day to day management of the Charity to any person or committee in accordance with these Articles.

19. **Delegation to committees**

19.1 In the case of delegation to committees:

19.1.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

19.1.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

19.1.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;

19.1.4 all delegations under this Article shall be variable or revocable at any time;

19.1.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit;

19.1.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

19.2 For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.

19.3 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

20. ***Delegation of day to day management powers***

- 20.1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
- 20.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 20.1.2 the Trustees shall provide the chief executive or other manager or managers with a description of his/her role and the extent of his/her authority; and
- 20.1.3 the chief executive or other manager or managers shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Members' meetings and engagement

21. **Annual Consultation**

The Charity shall, in every calendar year, conduct a programme of consultative activities on such terms and in such ways as the Trustees think fit. The consultation may seek the views of members, deaf children young people, and Member groups. The Charity shall consider the results of the consultation and the use of valuable information arising from the consultation, within six months of the deadline for responding to each activity.

22. **Member Groups**

The Trustees shall make provision for the establishment and operation of groups of members and others interested in the objects of the Charity and their engagement with the Charity and may make Regulations relating to their constitution, procedures and activities.

23. ***Annual general meetings***

- 23.1 Subject to Article 23.2, the Charity shall hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.
- 23.2 The Trustees may by a resolution passed by at least a 75% majority of all the Trustees and making reasonable alternative provision (through postal ballots and/or electronic communications in respect of the election of Elected Trustees, the timely provision of annual accounts to the members and the annual appointment of auditors) and subject to compliance with Article 21, dispense with an annual general meeting in any year.

24. ***Other general meetings***

The Trustees may call a general meeting at any time and shall call a general meeting on receiving a requisition to that effect, signed by at least 5% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

26. ***Length of notice***

All general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.

27. ***Contents of notice***

27.1 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution.

27.2 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his/her rights to appoint another person as his/her proxy at a general meeting.

28. ***Service of notice***

Notice of general meetings shall be given to every member, to the Trustees, and to the auditors of the Charity in accordance with Article 48.

29. ***Quorum***

29.1 No business shall be transacted at any general meeting unless a quorum is present. Eight persons entitled to vote upon the business to be transacted, each being a member or voting by proxy or a duly authorised representative of a corporate member shall be a quorum, provided two members attend in person.

29.2 If a quorum is not present within half an hour from the time appointed for the meeting, those present and entitled to vote shall be a quorum.

30. ***Chair***

The chair, if any, of the Trustees or in his/her absence some other Trustee nominated by the Trustees, or agreed by the Trustees present, shall preside as chair of each general meeting. If no Trustee is willing to act as chair, or present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose a member to be chair. The Trustees may invite the President of the charity to chair a general meeting.

31. ***Adjournment***

The chair may, with the consent of a general 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 business which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

32. **Poll**

- 32.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
- 32.1.1 by the chair;
 - 32.1.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes;
 - 32.1.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 32.1.4 by a resolution of the Trustees allowing for remote attendance, electronic and/or advance voting in accordance with Article 35.
- 32.2 Unless a poll is duly demanded the declaration of the chair on the outcome of a resolution recorded in the minutes of the meeting is conclusive evidence of such outcome.
- 32.3 Subject to arrangements under Article 35, a poll shall be taken in accordance with any policy adopted by Trustees resolution and subject to any such policy in the chair's discretion, as to scrutineers (who need not be members) and the time and place for holding and declaring the result of the poll.

33. **Votes**

- 33.1 Subject to the express provisions relating to categories of members under the Articles and Regulations on a show of hands and on a poll every member present in person or by proxy shall have one vote.
- 33.2 In the case of an equality of votes, whether on a show of hands or on a poll, provided the chair is a member, he/she shall be entitled to a casting vote in addition to any other vote he/she may have.
- 33.3 No member shall be entitled to vote at any general meeting unless all monies presently payable by him/her to the Charity have been paid.
- 33.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

34. **Proxies**

- 34.1 The appointment of a proxy shall be in any form approved by the Trustees in Regulations (or such other clear, reasonable and complete form as is usual and approved by the Trustees).

- 34.2 Unless the appointment of a proxy indicates otherwise, it must be treated as:
- 34.2.1 allowing the appointed proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 34.2.2 appointing the proxy in relation to any adjournment of the meeting as well as the meeting itself.
- 34.3 An appointment of proxy is invalid unless it is deposited, delivered or received in the following manner:
- 34.3.1 where the poll is to be taken in a manner not reasonably permitting 48 hours notice of a proxy appointment, a proxy may be delivered at the relevant meeting to the chair or the Secretary (if any) or to any Trustee; or
 - 34.3.2 in all other cases, the appointment of a proxy may not less than 48 hours before the time for holding the meeting (or adjourned meeting) at which the proxy proposes to vote:
 - (a) be deposited at the Charity's registered office or at any other notified place for such purpose within the UK; or
 - (b) be received at an electronic address notified for the purpose.
- 34.4 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity in a manner permitted for proxies.
- 34.5 An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.
- 35. Remote attendance, electronic and advance voting for general meetings**
- 35.1 The Charity may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line.
 - 35.2 The Charity may make arrangements to allow members to vote, including by electronic means, in advance of a general meeting on any resolution on which a poll is to be taken at that meeting provided such arrangements are notified to members on at least 14 clear days' notice in such manner as duly facilitates their participation.
- 36. Written resolutions**
- 36.1 Subject to Article 36.2, a written resolution of the Charity shall have effect as if passed in general meeting when agreed by:
 - 36.1.1 members representing a simple majority; or
 - 36.1.2 in the case of a special resolution members representing not less than 75%;

of the total voting rights of eligible members.

- 36.2 A members' resolution under the Companies Acts removing a Trustee or an auditor may not be passed as a written resolution.
- 36.3 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 36.4 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

Trustees' meetings

37. Notice

- 37.1 The chair or at least three Trustees may call a Trustees' meeting, directly or by direction to any incumbent Secretary.
- 37.2 A Trustees' meeting shall be called by at least seven clear days' notice unless either:-
 - 37.2.1 all the Trustees agree; or
 - 37.2.2 urgent circumstances require shorter notice.
- 37.3 Notice of Trustees' meetings shall be given to each Trustee.
- 37.4 Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

38. Quorum

The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be five. In any event a majority of Elected Trustees is required for a quorum.

39. Chair

The chair, if any, of the Trustees or in his/her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

40. Decision making by Trustees at meetings

Questions arising at a Trustees' meeting shall as far as possible be decided by consensus and otherwise shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he/she may have.

41. Virtual meetings

A Trustees' meeting may be held by telephone, televisual, virtual or other means of remote access agreed by the majority of Trustees in which all participants may communicate simultaneously with all other participants.

42. ***Decisions without a meeting***

- 42.1 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
- 42.2 The Trustees may take a majority decision without holding a Trustees' meeting if:
- 42.3 a Trustee has become aware of a matter on which the Trustees need to take a decision;
- 42.4 that Trustee has made the other Trustees aware of the matter and the need for a decision;
- 42.5 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 42.6 a majority of the Trustees indicate their agreement by any means to a particular decision on that matter.

43. ***Conflicts of interest***

- 43.1 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in relation to which a decision is proposed to be made, or whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting), he/she must:
- 43.1.1 declare an interest before discussion begins on the matter;
- 43.1.2 withdraw from that part of the meeting unless expressly invited to remain or decline to participate in any discussion on the matter unless expressly invited to do so;
- 43.1.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
- 43.1.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

44. ***Irregularities***

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

General

45. Secretary

- 45.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 45.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 45.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

46. Minutes

- 46.1 The Trustees must ensure minutes are made:
- 46.1.1 of all appointments of officers made by the Trustees;
- 46.1.2 of all resolutions of the Charity and of the Trustees; and
- 46.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- 46.1.4 and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

47. Records and accounts

- 47.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 and Charities and Trustee Investment (Scotland) Act 2005 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 47.1.1 annual reports;
- 47.1.2 annual returns;
- 47.1.3 annual statements of account.

48. Communications

- 48.1 Anything (including any notice, report or accounts) sent or supplied by or to the Charity under the Articles or the Companies Acts 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 the Companies Acts to be sent or supplied by or to the

Charity, including (without limitation) in hard copy, or in electronic form (including via a website).

- 48.2 Article 48.1 does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 48.3 Where communications required or authorised to be sent by the Companies Acts are sent in electronic form (including via a website) the recipient must have agreed (or be deemed to have agreed under the Companies Acts) to receiving communications in this way. In the case of any such communications sent via website, the recipient must be notified that material has been posted on a website, in compliance with the Companies Acts.
- 48.4 In the case of communications sent or supplied by the Charity to the members:
 - 48.4.1 communications sent by post are deemed received two working days after they are sent;
 - 48.4.2 communications sent by email are deemed received on the next working day after they are sent.
- 48.5 A person present at any meeting of the Charity shall be deemed to have received due notice of the meeting.

49. ***Indemnity***

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him/her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him/her in that capacity, but only to the extent permitted by the Companies Acts.

50. ***Trustees' indemnity insurance***

The Trustees shall have power to resolve pursuant to Article 5.30 to effect Trustees' indemnity insurance, despite their interest in such policy.

51. ***Regulations***

The Trustees shall have power, further to these Articles, from time to time to make, repeal or alter Regulations as to: company membership provisions and categories under Articles 9.10 and 10; provision for proxy forms under 34.1; the engagement with categories of members; arrangements relating to Member Groups; management of the Charity and its affairs; the duties of any officers or employees of the Charity; the conduct of business of the Trustees or any committee; and any other matters within the powers or under the control of the Trustees, provided that such Regulations shall not be inconsistent with the Companies Acts, the Articles or any rule of law.