

COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION OF
LONDON TENANTS**

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

Agreed by Members of London Tenants

Tuesday 12th June 2012

Version 1.0-120612

1. The Company's Name

is London Tenants (and in this document the company is called the "charity").

2. Interpretation

In these Articles:-

- (a) '*address*' means a postal address and for the purposes of electronic communication, a fax number, an e-mail or postal address or telephone number for receiving text messages in each case registered to the charity;
- (b) '*the Articles*' means the charity's Articles of Association;
- (c) '*the charity*' means the company intended to be regulated by the Articles;
- (d) '*clear days*' in relation to the period of a notice means a period excluding:-
 - i. the day when the notice is given or deemed to be given; and
 - ii. the day on which the notice is to take effect;
- (e) '*the Commission*' means the Charity Commission for England and Wales;
- (f) '*Companies Act*' means the Companies Acts (defined in Section 2 of the Companies Act 2006) insofar as they apply to the charity;
- (g) '*the directors*' means the directors of the charity. The directors are charity trustees as defined by Section 177 of the Charities Act 2011;
- (h) '*document*' includes unless otherwise specified any document sent or supplied in electronic form;
- (i) '*electronic form*' has the meaning given in Section 1168 of the Companies Act 2006;
- (j) '*the memorandum*' means the charity's memorandum of association;
- (k) '*officers*' includes the directors and the secretary;
- (l) '*secretary*' means any person appointed to perform the duties of the secretary of the charity;
- (m) '*special resolution*' means a resolution requiring agreement by 75% of the members casting votes. Such a resolution is passed to change the name of the company, alterations to the Articles of Association, a reduction of capital of the company or to wind up the company voluntarily on the grounds that it cannot by reason of its insolvency continue its business.
- (n) '*tenants*' means both tenants and leaseholders of social housing providers;
- (o) '*the United Kingdom*' means Great Britain and Northern Ireland.
- (p) Words importing one gender shall include all genders; the singular includes the plural and vice versa.
- (q) Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.
- (r) 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

- (a) The liability of the members is limited to £1 being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member for:-
- i. payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - ii. payment of the costs, charges and expenses of winding up;
 - iii. adjustment of the rights of the contributories among themselves.

4. Objects

The charity's objects ("Objects") are:-

- (a) to relieve hardship and social exclusion among tenants of social housing providers in Greater London, to improve their living conditions and generally further their interests by advancing their participation in policy decision-making that impacts on their homes and communities; by encouraging and supporting the development of their borough-wide, sub-regional and regional networks and organisations and communication between them; by communicating their needs direct to such policy decision-makers and by providing or assisting in the provision of advice and information; and
- (b) to advance the education of tenants of social housing providers and of the general public in Greater London in relation to social housing, in particular (but without limitation) in relation to policy issues that impact on the homes and communities of tenants of social housing providers, by identifying, developing and promoting good practice and by creating and developing appropriate networks and structures to disseminate such good practice.

5. Powers

- (a) The charity has powers to do anything which is calculated to further its Objects or is conducive or incidental to doing so.
- (b) In particular, the charity has power:-
- i. to support forums for the sharing and exchange of information between its member organisations and with other voluntary and community sector organisations in London;
 - ii. to provide, collect and disseminate information on all matters relating to the Objects of the charity and share such information with other community and voluntary sector organisations, interested individuals and with other bodies that have similar objects;
 - iii. to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, conferences, workshops, seminars and training courses;
 - iv. to carry out research, either alone or with others;
 - v. to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity (other than primary purpose trading) and must comply with any relevant statutory regulations;

- vi. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - vii. to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;
 - viii. to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
 - ix. to co-operate with other charities, community and voluntary organisations, statutory authorities and individuals and to exchange information and advice with them;
 - x. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - xi. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
 - xii. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - xiii. to employ and remunerate such staff as are necessary for carrying out the work of the charity.
 - xiv. to deposit or invest funds;
 - xv. to employ a professional fund-manager;
 - xvi. to arrange for the investments or other property of the charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - xvii. to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
 - xviii. to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.
- (c) The charity may not employ a director and may 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.

6. Application of Income and Property

- (a) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (b) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (c) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011.
- (d) A director may receive an indemnity from the charity in the circumstances specified in Article 57.

- (e) A director may not receive any other benefit or payment.
- (f) None of the income or property of the charity may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any member of the charity.
- (g) This does not prevent a member who is not also a director receiving a benefit from the charity in the capacity of a beneficiary of the charity; or reasonable and proper remuneration for any goods or services supplied to the charity.

7. Declaration of Directors' Interests

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

8. Conflict of Interests *and* Conflicts of Loyalties

- (a) If a conflict of interests arises for a director because of a duty of loyalty owed to another organization or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:-
 - i. the conflicted director is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organization or person;
 - ii. 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;
 - iii. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (b) In this Article, the reference to a conflict of interests arising because of a duty of loyalty owed to another organization or person is only intended to refer to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

9. Members

- (a) The subscribers to the memorandum are the first members of the charity.
- (b) Membership is open to organisations who:-
 - i. apply to the charity in the form required by the directors;
 - ii. operate on a borough-wide, sub-regional or London-wide basis;
 - iii. represent the majority of council and / or housing association tenants / tenants associations in their geographical area;

- iv. whose tenant members are elected or appointed by and are accountable to tenants in the geographical area they represent;
 - v. are approved by the directors of the charity, subject to an appeal to a general meeting.
- (c) The directors may refuse an application for membership, if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (d) The directors must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
 - (e) The directors must consider any written representations the applicant may make about the decision. The director's decision following any written representations must be notified to the applicant in writing. The decision may be subject to an appeal to a general meeting. The decision of an appeal will be final.
 - (f) Each member organization may elect / nominate up to two tenant representatives and up to two deputy tenant representatives as their authorised representatives.
 - (g) Tenant representatives will be able to vote at meetings and the number of votes to which each member organization is entitled shall be as set out in Article 17.
 - (h) Deputy tenant representatives will be able to vote in the absence of their member organisation's tenant representatives.
 - (i) Membership is not transferable
 - (j) The directors must keep a register of names and addresses of the members.

10. Termination of Membership

- (a) Membership is terminated if:-
 - i. the organization ceases to exist;
 - ii. the member is removed from the membership by a resolution of the directors that it is in the best interests of the charity that its membership is terminated.
- (b) A resolution to remove a member from membership may only be passed if:-
 - i. efforts to resolve any problems as set out in the code of conduct for directors and members of the charity in the form agreed from time to time by the directors and members of the charity have been followed;
 - ii. 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;
 - iii. the member, or the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting; *and*
 - iv. a right to appeal to a general meeting has been provided.

11. General Meetings

- (a) The charity must hold its first annual general meeting within 18 months after the date of its incorporation.
- (b) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (c) The directors may call a general meeting at any time.
- (d) If no such meeting has been called or scheduled for 4 months any member may propose a general meeting. The proposal must be circulated to all members and if a third or more of the membership agree, a general meeting must be called.

12. Notice of General Meetings

- (a) The minimum period of notice required to hold a general meeting of the charity is:-
 - i. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; *and*
 - ii. fourteen clear days for all other general meetings.
- (b) The notice must specify the date, time and place of the meeting and the general nature of business transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (c) The notice must be given to all the members and to all the directors.
- (d) 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 charity.

13. Proceedings at General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum is present.
- (b) A quorum is one authorised representative of 7 member organisations present or by proxy.
- (c) If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present the meeting shall be adjourned to such a time and place as the directors shall determine.
- (d) 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.
- (e) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the authorised representatives of the members present at the time shall constitute the quorum for that meeting.

- (f) General meetings shall be chaired by an authorised representative of a member organization as agreed by the membership present at its previous general meeting. In an instance where an authorised representative was not elected at the previous meeting or that representative is not present within 15 minutes of the time appointed for the meeting another authorised representative as agreed by members present at the general meeting shall chair the meeting.
- (g) The authorised representatives of member organisations present in person or by proxy at a meeting may resolve by consensus that the meeting shall be adjourned.
- (h) The secretary will arrange a date, time and place at which the meeting should be reconvened in consultation with the membership.
- (i) At least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- (j) General meetings may cover both operational and strategic policy matters. Decisions on operational matters will be decided by a majority vote (show of hands); strategic policy matters will be decided by consensus. Directors will determine when there is a requirement to take a formal vote, based on guidelines agreed by the membership.
- (k) Annual General Meetings will comprise:-
 - i. election of directors, secretary, treasurer and delegates;
 - ii. annual reports including a financial report;
 - iii. any proposed amendments to the constitution;
 - iv. any other business as determined by the charity members.
- (l) Where a consensus required pursuant to Article 13 (j) is not reached, the motion or proposal will fall.
- (m) Where a vote on an ordinary resolution takes place it shall be decided by a show of hands.
- (n) Special resolutions discussed at an Annual General Meeting or Extraordinary General Meeting shall be decided by a 75% majority of those voting.
- (o) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded, except in the case of a special resolution.

14. Content of Proxy Notices

- (a) Proxies may only validly be appointed by a notice in writing (a proxy notice) which:-
 - i. states the name of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii. is delivered to the charity in writing (including by electronic means)
- (b) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (c) 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.

- (d) Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote at meetings and 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.

15. Delivery of Proxy Notices

- (a) A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) 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.

16. Written Resolutions

- (a) 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:-
- i. a copy of the proposed resolution has been sent to every authorized representative of eligible members; *and*
 - ii. a simple majority (or in the case of a special resolution a majority of not less than 75%) of the members has signified its agreement to the resolution; *and*
 - iii. it is contained in a authenticated document which has been received by the registered office within the period of 28 days beginning with the circulation date.
- (b) A resolution in writing may comprise several copies to which one or more members have signified their agreement through their authorised representatives.

17. Votes of Members

- (a) Every member organization shall have 2 votes on each voting item at the charities meetings. Each authorised representatives shall have 1 vote.
- (b) Any objection to the qualification of any voter must be raised at the meeting at which the vote tendered and the decision of the person who is chairing the meeting shall be final.
- (c) Member organisations must provide the charity with the names, addresses, email and/or telephone numbers of their elected / nominated tenant representatives (as set out in Article 9 (f)), who can vote at charity general meetings.

- (d) Member organisations must provide the charity with the names, addresses, email and/or telephone numbers of their elected / nominated deputy tenant representatives who may at times be able to vote at charity general meetings (as set out in Article 9 (f)).

18. Directors

- (a) A director must be a natural person aged 16 years and older.
- (b) No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 22.
- (c) The minimum number of directors shall be five but (unless otherwise determined by ordinary resolution) shall not be subject to a maximum.
- (d) The first directors shall be those persons notified to Companies House as the first directors of the charity.
- (e) A director may not appoint an alternative director or anyone to act on his or her behalf at meetings of the directors.

19. Powers of Directors

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

20. Retirement of Directors

- (a) At the first general meeting after the founding of the charity all the directors must retire from the office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors.
- (b) At each subsequent annual general meeting all directors must stand down, but may stand again for election.

21. Appointment of Directors

- (a) The charity may by ordinary resolution appoint a person (who must be an authorised representative of a member organization and who through attendance of at least 4 LT general meetings over the course of a year has experience and understanding of LT) who is willing to act to be a director.
- (b) Nominations for director positions should be provided to the secretary from 21 days prior to and up to including the day of the Annual General meeting

- (c) Nominations must be
 - i. made by an authorized representative of a member organization, *and*
 - ii. contain the details that, if the authorized representative were to be appointed, the charity would have to file at Companies House, *and*
 - iii. be approved in writing or verbally at the meeting by the authorized representative who is to be proposed to show his or her willingness to be appointed.

22. Disqualification and Removal of Directors

- (a) A director shall cease to hold office if he or she:-
 - i. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - ii. is disqualified from acting as a trustee by virtue of Section 178 of the Charities Act 2011 (for any statutory re-enactment or modification of that provision);
 - iii. ceases to be an elected / nominated representative for a member organization of the charity;
 - iv. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - v. resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or
 - vi. 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.

23. Proceedings of Directors

- (a) The directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- (b) Any director may call a meeting of the directors.
- (c) The secretary must call a meeting of the directors if requested to do so by a director.
- (d) Directors will meet at least 4 times a year.
- (e) Questions arising at a meeting shall be decided by a majority of votes.
- (f) Votes may take place by suitable electronic means agreed by the directors in which a participant or participants may communicate with all other participants.
- (g) In a case of equality of votes the proposal / motion fails.
- (h) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made.
- (i) A quorum shall be the greater of more than 50% of the total number of directors or 3 directors.
- (j) A director shall not be counted in the quorum when any decision is made about a matter upon which that director is not entitled to vote.
- (k) If the number of directors is less than the number fixed as a quorum, the continuing directors or director may act only for the purpose of filling vacancies or calling a general meeting.

- (l) The directors will agree between them, at the end of each meeting, a chair for their following meeting.
- (m) In circumstances where that director does not or is unable to attend the meeting, directors will agree a chair for the meeting at the start of the meeting.
- (n) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the directors.
- (o) A resolution in writing or in electronic form agreed by each of and all the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- (p) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
- (q) Directors meetings shall be open to all members to attend as observers, except in exceptional circumstances, where they can be excluded whilst confidential items are being discussed.

24. Delegation

- (a) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (b) The directors may impose conditions when delegating, including the condition that:-
 - i. relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - ii. no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (c) The directors may revoke or alter a delegation.
- (d) All acts and proceedings of the committee must be fully and promptly reported to the directors.

25. Validity of Director's Decisions

- (a) Subject to Article 24(b), all acts done by a meeting of directors, or a committee of directors, shall be valid notwithstanding the participation in any vote of a director:-
 - i. who was disqualified from holding office;
 - ii. who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that director, and that director being counted in the quorum;
 - iv. the decision has been made by the majority of the directors at that meeting and the meeting is still quorate.

- (b) Article 24(a) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for Article 24(a), the resolution would have been void, or if the director has not complied with Article 8.

26. Minutes of the Charities Meetings

- (a) The directors must keep full minutes of:
- i. all appointments of officers made by the directors;
 - ii. the proceedings at meetings of the charity;
 - iii. all meetings of directors and committees of directors; *including*
 - iv. the names of the directors and members present at the meeting;
 - v. the decisions made at the meeting; *and*
 - vi. the reasons for the decisions (where appropriate).
- (b) All meetings of all charity, including director and director committee meetings will be fully minuted and (excepting confidential items) be made available to charity members

27. Accounts

- (a) The directors must prepare for each financial year accounts as required by the Companies Act. 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.
- (b) The directors must keep accounting records as required by the Companies Act.

28. Annual Report and Return and Register of Charities

- (a) The directors must comply with the requirements of the Charities Act 2011 with regard to the:-
- i. transmission of a copy of the statements of accounts to the Commission;
 - ii. preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - iii. preparation of an Annual Return and its transmission to the Commission.
- (b) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

29. Means of Communication

- (a) Subject to the Articles, anything sent or supplied by or to the charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.

- (b) 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.
- (c) Any notice to be given to or by any person pursuant to the Articles must be in writing or in electronic form.
- (d) The charity must give any notice to a member either in a written or, at the member's discretion, in electronic form.
- (e) A member present in person at any meeting of the charity through its authorised representative(s) shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (f) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (g) 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.
- (h) In accordance with Section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - i. 48 hours after the envelope containing it was posted; *or*
 - ii. in the case of an electronic form of communication, 48 hours after it was sent.

30. Indemnity

- (a) The charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted Sections 232 and 234 of the Companies Act 2006.
- (b) In this Article a 'relevant director' means any director or former director of the charity.
- (c) In the execution of their duties no director shall be liable:-
 - i. for any loss to the property of the charity by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment);
 - ii. for the negligence or fraud of any agent employed by him or her or by any other director in good faith (provided reasonable supervision shall have been exercised);
 - iii. no director shall be liable by reason of any mistake or omission made in good faith by any director other than willful and individual fraud, wrongdoing or wrongful omission on the part of the director who is sought to be made liable.
- (d) The charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.

31. Rules

- (a) The directors may from time to time, with agreement by the membership, make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (b) The bye laws may regulate the following matters but are not restricted to them:-
 - i. the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. the conduct of members of the charity in relation to one another, and to charity's employees and volunteers;
 - iii. the setting aside of the whole or any part or parts of the charity's employees and volunteers;
 - iv. the procedure at general meetings and meetings of the directors in so far as the procedure is not regulated by the Companies Acts or by the Articles;
 - v. generally, all such matters as are commonly the subject matter of company rules.
- (c) The charity in general meeting has the power to alter, add to or repeal rules or bye laws.
- (d) The directors must adopt such means as they think sufficient to bringing the rules and bye laws to the notice of members of the charity.
- (e) The rules shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

32. Disputes

- (a) If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these Articles, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

33. Dissolution

- (a) If a general meeting or 10 member organisations wish at any time to dissolve the charity, the charity shall give all members at least 30 days notice of a Special General Meeting called for this sole purpose.
- (b) Such a decision shall be agreed at that meeting by a 75% majority of those authorised representatives of member groups voting.

- (c) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:-
- i. directly for the Objects, *or*
 - ii. by transfer to any charity or charities for the purposes similar to the Objects; *or*
 - iii. to any charity or charities for use for particular purposes that fall within the Objects.
- (d) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:-
- i. directly for the Objects; *or*
 - ii. by transfer to any charity or charities for the purposes similar to the Objects; *or*
 - iii. to any charity or charities for use for particular purposes that fall within the Objects.
- (e) In no circumstances shall the net assets of the charity be paid or distributed among the directors or membership organization of the charity and if no resolution in accordance with Article 33(c) is passed by the members or directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.