

THE MINSTER CENTRE

The Companies Act 2006 Company Limited by Guarantee

Articles of Association of The Minster Centre

1. The company's name is The Minster Centre.

Interpretation

2 In these articles:

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

"the articles" means the charity's Articles of Association;

"the charity" means the company intended to be regulated by these 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 charity;

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

The "Director" is the most senior member of staff and fulfils the role of Chief Executive/Principal.

The "Staff Trustee" is a member of staff nominated to serve as a trustee by the academic and office staff of The Minster Centre

The "Student Trustee" is a student, on a course that requires more than one year's attendance, nominated to serve as a trustee by the students.

"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;

"the memorandum" means the charity's Memorandum of Association;

"officers" includes the chair and the vice chair and the treasurer;

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The Minster Centre Company number 02966937 Registered Charity no 1042052

Approved by special resolution 19/11/2018

THE MINSTER CENTRE

“the seal” means the common seal of the charity if it has one;

“the United Kingdom” means Great Britain and Northern Ireland; and

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

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

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.

Limited liability and guarantee

- 3 (1) The liability of the members is limited as follows.
- (2) Trustees promise, if the charity is dissolved while they are a Trustee member or within 12 months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the charity incurred before they ceased to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Objects

- 4 The charity's objects (the Objects) are specifically restricted to the following:
- (a) to advance the education of the public by providing tuition and training programmes in individual and group psychotherapy for psychotherapists and counsellors and trainee psychotherapists and counsellors
- (b) to relieve persons suffering from mental, emotional and/or physical illness or distress by the provision of psychotherapy and counselling

Powers

- 5 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:
- (1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate

THE MINSTER CENTRE

with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

- (4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by articles 6 & 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

Application of income and property

Universal clauses

- 6 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred when acting on behalf of the charity.

THE MINSTER CENTRE

- (b) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A trustee may receive an indemnity from the charity in the circumstances specified in article 55.
- (3) Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee receiving
- (a) a benefit from the charity in the capacity of a beneficiary of the charity
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity

Trustees' benefits

7 (1) General provisions

No trustee or connected person may:

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

unless the payment is permitted by sub clause (2) of this article; or authorized by the court or the prior written approval of the Commission has been obtained.

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

(2) Scope and powers permitting trustees' or connected persons' benefits

- a. A trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- b. A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- c. Subject to sub-clause 3 of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.

THE MINSTER CENTRE

- d. A trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A trustee or connected person may receive rent for premises let by the trustee or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- g. A member of staff serving as the staff trustee or as the “Director” and a trustee may receive remuneration as an employee. They will not be being paid for their role as a trustee but for their employed roles. They will be entitled to increases in the benefits they receive only when they form part of the overall pay structure, such as agreed pay rises for all staff.

(3) Payments for supply of goods only – controls

The charity and its trustees may only rely upon the authority provided by sub-clause 2 (c) of this article if each of the following conditions is satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be); and the trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.
- b. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement or it with regard to the supply of goods to the charity.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum, of trustees is present at the meeting.
- f. The reason for their decision is recorded by the trustees in the minute book.
- g. A majority of the trustees then in office are not in receipt of remuneration or payments authorised by article 7

THE MINSTER CENTRE

(4) In sub-clauses (2) and (3) of this article:

- a) "charity" shall include any company in which the charity:
 - (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 trustees to the Board of the company

- (b) "connected person" means:
 - i. a child, parent, grandchild, grandparent or sibling of the trustee
 - ii. the spouse or civil partner of the trustee or of any person falling within sub-clause (i) above;
 - iii. a person carrying on business in partnership with the trustee or with any person falling within paragraph (i), (ii), or (iii) above; or
 - iv. an institution which is controlled –
 1. by the trustee or any connected person falling within paragraph (i), (ii), or (iii) above; or
 2. by two or more persons falling within sub-paragraph (4.b.iv.1), when taken together
 - v. a body corporate in which –
 1. the trustee or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 2. two or more persons falling within sub-paragraph (4.b.v.1) who, when taken together, have a substantial interest.
 3. Sections 350-353 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

8. Declaration of trustees' interests

Trustees must declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared. A trustee must be absent from any discussions of the trustees in which it is possible that a conflict will arise between the trustee's duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

- (1) Trustees are specifically required to ensure that they do not place themselves in a position that will create a conflict of interest. Any person who shall have a pecuniary, family or other personal interest in any matter under discussion at a meeting of the Board of Trustees or its committees shall declare it and shall take no part in the consideration or determination of that matter, unless all the members present and voting deem the declaration to be insufficient to affect the consideration or determination of that matter.
- (2) If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of

THE MINSTER CENTRE

any provisions in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (3) In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.
- (4) Trustees will make themselves aware of and abide by the publicly available Minster Centre Conflicts of Interest Policy.

Members

- 10
- (1) The subscribers to the memorandum are the first members of the charity.
 - (2) Membership is open to individuals or organisations who:
 - (a) apply to the charity in the form required by the trustees; and
 - (b) are approved by the trustees.
 - (3)
 - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
 - (4) Membership is not transferable to anyone else.
 - (5) The trustees must keep a register of names and addresses of the members.

Classes of Membership

- 11
- (1) The trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - (2) The trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

THE MINSTER CENTRE

- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of all the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

Termination of Membership

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than seven members (in which case the Trustees must act to increase the membership or dissolve the charity);
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

Written resolutions

- 13 (1) An ordinary resolution in writing signed by fifty-one (51) percent, or a special resolution signed by seventy-five (75) percent, of voting members of the Charity shall be effective by its terms. It may comprise several copies each signed by or on behalf of one or more members. For purposes of this article, the signature of a member shall include an electronic vote, in which the identity of the member has been electronically verified.

Votes of members

- 14 Subject to article 11 every full member shall have one vote.
- 15 Any objection to the qualification of any voter must be raised in writing and sent to the Chair of the Trustees. The decision of the Chair of Trustees shall be final.

Trustees

- 16 (1) A trustee must be a natural person aged 16 years or older.

THE MINSTER CENTRE

- (2) No one may be appointed a trustee who would be disqualified from acting under the provisions of article 35.
- 17 The number of trustees shall be not less than 7 and not more than 14 appointed in accordance with the following provisions.
- 18 Up to 11 shall be nominated and elected by the members or co-opted by the remaining trustees and shall not be employees or students of The Minster Centre.
- 19 One may be a member of the academic or support staff of The Minster Centre nominated by said staff.
- 20 One may be a student on a course at The Minster Centre extending over more than one year nominated by students attending a course at The Minster Centre extending over more than one year.
- 21 The Trustees may invite the Director (Chief Executive) to become a Trustees at their discretion. This must not take place before the completion of any probationary period applying as part of the Director's employment contract.
- 22 The first trustees shall be those persons notified to Companies House as the first trustees of the charity.
- 23 A trustee may not appoint an alternate trustee or anyone to act on their behalf at meetings of the trustees.

Powers of trustees

- 24 (1) The trustees 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.
- (2) No alteration of these articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

Retirement of trustees

- 25 At the first annual general meeting all the trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient trustees to hold a quorate meeting of the trustees.
- 26 One-third of the number of trustees in office on January 1 of any year must resign in that calendar year, excepting the Director (Chief Executive). If the number of trustees resigning is not three, or a multiple of three, the number nearest to one third must resign.
- 27 In the event that the requisite number of Trustees do not voluntarily resign, the longest serving trustees, by time served since they were last elected, shall cease to

THE MINSTER CENTRE

hold office as trustees as of December 31 of said year. Trustees who so resign or are terminated shall be eligible for subsequent election as trustee, subject to any other applicable provision of the Memorandum or these articles. If any trustees were appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- 28 Trustees, aside from the Director (Chief Executive) should seek re-election each three years. Trustees may serve up to three consecutive terms of three years per term (nine years).
- 29 Upon retirement following exhaustion of the time limit in Article 28 a former trustee may not stand for re-election until the elapse of twelve months following retirement.
- 30 The appointment of the Director (Chief Executive) as a trustee should be reviewed by the remainder of the trustees every three years.

The Appointment of trustees

- 30 The charity may by ordinary resolution:
- (1) appoint a person who is willing to act to be a trustee; and
 - (2) determine the rotation in which any additional trustees are to retire.
- 31 No person other than a trustee retiring by rotation may be appointed a trustee unless:
- (1) recommended for re-election by the trustees; or
 - (2) not less than 5 and not more than 28 clear days before the date of the election, the charity is given a notice that:
 - (a) is signed by a member entitled to vote;
 - (b) states the member's intention to propose the appointment of a person as a trustee
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House;
 - (d) is signed by the person who is to be proposed to show willingness to be appointed; and
 - (e) is elected by the members.
 - (3) not less than 5 and not more than 28 clear days before the date of the staff trustee election, the charity is given a notice that:
 - (a) is signed by a member of staff;
 - (b) states the staff member's intention to propose the appointment of person who is a staff member as the staff trustee
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

THE MINSTER CENTRE

- (d) is signed by the person who is to be proposed to show willingness to be appointed; and.
 - (e) is elected by the staff employed by the Minster Centre.
- (4) not less than 5 and not more than 28 clear days before the date of a student trustee election, the charity is given a notice that:
- (a) is signed by a student attending a course extending over more than one year;
 - (b) states the student's intention to propose the appointment of person who is a student attending a course extending over more than one year as the student trustee
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House;
 - (d) is signed by the person who is to be proposed to show willingness to be appointed; and
 - (e) is elected by the students attending a course extending over more than one year.
- (5) is the Director (Chief Executive) and is invited by the Board of Trustees to serve as a trustee..
- 32 (1) Elections shall be conducted under the supervision of the Company Secretary.
- (2) Elections may be conducted by mailed ballot, by electronic voting system, or by any other process, determined by the Board of Trustees, that fairly and reasonably ensures equal voting access by all members, staff or students. Members shall be provided notice of the election not less than 7 clear days and not more than 28 days clear of the election.
- 33 (1) In the event of vacancy of the position of a trustee, the Board of Trustees may by resolution appoint a person who is willing to act as a trustee.
- (2) Trustees, other than the Director, appointed by the Board of Trustees shall be put forward for confirmation by the membership at the next scheduled election.
- 34 The appointment of a trustee, whether by the charity in an election or by the other trustees, must not cause the number of trustees to exceed any number fixed as the maximum number of trustees

Disqualification and removal of trustees

- 35 A trustee shall cease to hold office:
- (1) if prohibited to be a trustee by any provision in the Companies Acts or law;
 - (2) if disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

THE MINSTER CENTRE

- (3) by ceasing to be a member of the charity;
- (4) if in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (5) by resigning as a trustee by notice to the charity (but only if at least 4 non-staff or student trustees will remain in office when the notice of resignation is to take effect);
- (6) if absent without the permission of the trustees from three consecutive trustees' meetings or meetings of sub-committees and the trustees resolve that the trustee has vacated the office;
- (7) in the case of a staff trustee or Director, by ceasing to be an employee of The Minster Centre; or
- (8) in the case of a student trustee, by ceasing to be a student at The Minster Centre.

Remuneration of trustees

- 36 The trustees must not be paid any remuneration unless it is authorised by articles 6 and 7.

Proceedings of trustees

- 37
- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any trustee may call a meeting of the trustees.
 - (3) The secretary (if any) must call a meeting of the trustees if requested to do so by a trustee.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.
 - (7) The Chair of Trustees, or in their absence the Vice Chair, may authorise that for reasons of urgency or timeliness decisions are circulated to the Board of Trustees for agreement by written correspondence (which will include electronic communication). In such circumstances, the agreement of the trustees to any decision will require both the agreement of the majority of trustees and the agreement of at least 4 trustees who are neither a staff nor a student trustee.
- 38
- (1) No decision may be made by a meeting or decision by correspondence between trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.
 - (2) The quorum shall be 7 of which 4 must be non-staff or student trustees or such larger number as may be decided from time to time by the trustees.

THE MINSTER CENTRE

- (3) A trustee shall not be counted in the quorum as present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (4) If a meeting of the Board of Trustees is not quorate then the meeting may continue if a majority of the members who are attending agree. Those members attending will agree whether decisions should be deferred to a further meeting or whether consent for decisions can be obtained from absent members via written correspondence (which will include electronic communication). In such circumstances, consent will require both the agreement of the majority of trustees and the agreement of at least 4 non-staff or student trustees.
- 39 Trustees shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 40 Members of staff or students who are trustees shall, where deemed appropriate by the majority of the other trustees present, be required to withdraw from meetings when a named member of staff, or student, or a prospective member of staff or student, is being considered. The "Director" and the staff member minuting a meeting shall be required to withdraw from any meeting, or part thereof, in which their own position is under discussion.
- 41 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling an election.
- 42 (1) The trustees shall appoint a trustee to chair their meetings and a vice chair to deputise for the chair from amongst the non-staff and student trustees and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by the articles or delegated by the trustees.
- 43 (1) A resolution in writing or in electronic form agreed by a simple majority of all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the trustees eligible to vote
- (b) a simple majority of trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 14 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

THE MINSTER CENTRE

Delegation

- 44 (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees (or one trustee and other (non-trustee) committee members approved by the Trustees) but the terms of any delegation must be recorded in the minute book.
- (2) The trustees 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 charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

Validity of trustees' decisions

- 45 (1) Subject to article 45(2), all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- (d) the vote of that trustee and that trustee being counted in the quorum;
- the decision has been made by a majority of the trustees at a quorate meeting.
- (2) article 45(1) does not permit a trustee or connected person to keep any benefit that may be conferred by a resolution of the trustees or of a committee of trustees if, but for article 45(1), the resolution would have been void, or if the trustee has not complied with article 8.

Seal

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

THE MINSTER CENTRE

Minutes

- 47 The trustees must keep minutes of all:
- (1) appointments of officers made by the trustees;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 48 (1) The trustees 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.
- (2) The trustees must keep accounting records as required by the Companies Act.

Annual Report and Return and Register of Charities

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

Means of communication to be used

- 50 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

- 51 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or

lw 2017-10-20

The Minster Centre Company number 02966937 Registered Charity no 1042052

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THE MINSTER CENTRE

- (2) must be given in electronic form.
- 52 (1) The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member's address; or
 - (c) by leaving it at the address of the member;
 - (d) by sending it in electronic form to the member's address;
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting or election and specify the place, date and time of the meeting or the deadlines for an election.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 53 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was sent shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 a 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 communication, 48 hours after it was sent.

Indemnity

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

Rules

- 56 (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:

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The Minster Centre Company number 02966937 Registered Charity no 1042052

Approved by special resolution 19/11/2018

Page 16 of 18

THE MINSTER CENTRE

- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by these articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- 57 (5) The rules or bye laws 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.
- Disputes**
- 58 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, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 59 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects;
- (2) Subject to any such resolution of the members of the charity, the trustees of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been

THE MINSTER CENTRE

paid, or provision made for them, shall on dissolution of the charity be applied or transferred:

- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 59(1) is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.



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